

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2019075721 1 PG(S)
June 07, 2019 08:17:29 AM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FL

Prepared by and Return to:
Ulrich, Scarlett, Wickman & Dean, P.A.
713 S. Orange Ave., Suite 201
Sarasota, FL 34236



**CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED BYLAWS
FOR VENICE ACRES IMPROVEMENT ASSOCIATION, INC.**

THE UNDERSIGNED, as President of **VENICE ACRES IMPROVEMENT ASSOCIATION, INC.**, a not-for-profit Florida corporation, hereby certifies that the Declaration of Restrictions, as originally recorded in Official Records Book 1166, Page 2165, et. seq., of the Public Records of Sarasota County, Florida, and as amended from time to time. The following amendment to the Amended and Restated Bylaws was submitted to the entire membership of the Association at an Annual membership meeting called and held on the 12th day of November, 2018, and approved by affirmative vote by not less than two-third (2/3) of those voting interests of the Association as required by the Declaration of Restrictions. The proposal to amend contained added text underlined and strike through of deleted text as follows:

Article IX. BOARD OF DIRECTORS of the Amended and Restated Bylaws shall be amended as follows:

Section Five C: The Board of Directors shall solicit at least three sealed competitive bids on any proposed expenses exceeding ~~\$500.00~~ \$3,500.00 in cost. Each bid shall specify the total cost in writing of the item in question and will be opened at a regular board meeting.

IN WITNESS WHEREOF, the Association has caused this Certificate to be executed by its President and Secretary this 30th day of MAY, 2019.

Signed, sealed and delivered
in the presence of:

VENICE ACRES IMPROVEMENT ASSOCIATION
INC., a Florida, not-for-profit corporation.

✓ Nicole Kanwisher
Print Name: NICOLE KANWISHER
Witness as to President and Secretary

By: ✓ Joseph Percy
Joseph Percy, President

✓ Frances Martin
Print Name: FRANCES MARTIN
Witness as to President and Secretary

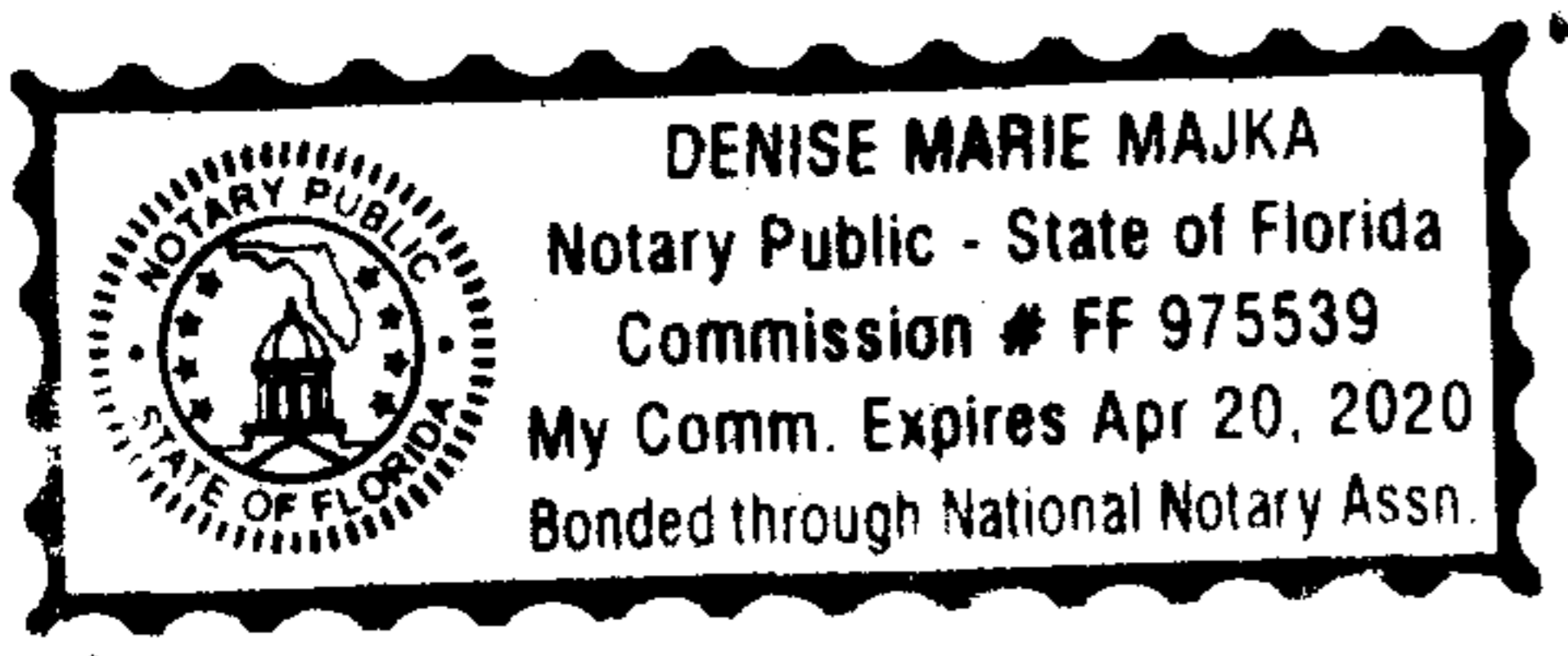
Attest:
By: ✓ Linda Spear
Linda Spear, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30th day of MAY, 2019, by JOSEPH PEARCY and LINDA SPEAR, as President and Secretary, respectively, of Venice Acres Improvement Association, Inc., a Florida not-for-profit corporation, on behalf of said corporation, who are personally known to me or who have produced N/A as identification.

My Commission Expires:

Denise Marie Majka
Print Name: Denise Marie Majka
Notary Public



This instrument prepared by:
Sharon S. Vander Wulp
Attorney at Law
712 Shamrock Blvd.
Venice, FL 34293



CERTIFICATE OF AMENDMENT
TO THE BYLAWS
FOR
VENICE ACRES IMPROVEMENT ASSOCIATION, INC.

VENICE ACRES IMPROVEMENT ASSOCIATION, INC., its address being c/o Argus Management of Venice, Inc., 181 Center Rd., Venice, FL 34285, Sarasota County, by the hands of the undersigned hereby certify that:

The Declaration of Restrictions for Venice Acres, Unit I is recorded in O.R. Book 1166 , Page 2165, as amended, and for Venice Acres, Unit II is recorded in O.R. Book 1278, page 578, as amended, of the Public Records of Sarasota County, Florida. The following amendment to the Bylaws was submitted to the entire membership of the Association at its annual members' meeting called and held on the 14th day of November, 2016, and approved by affirmative vote of not less than two thirds (2/3rds) of the total voting interest present in person or by proxy, as required by the Bylaws.

1. Article IX, Board of Directors, Sections One and Three, are hereby amended to read as follows:

Section One: The business affairs of this Corporation shall be managed by the Board of Directors. The Board of Directors shall be comprised of ~~not less than seven (7) nor more than eleven~~ Board members and shall be eleven members until changed by a properly adopted membership resolution.

Section Three: Staggered Board Terms.

a. Commencing with the 2017 Annual Members Meeting, at which seven (7) Directors will be elected, the three (3) Directors receiving the highest number of votes shall serve two (2) year terms, and the other four (4) elected Directors shall serve one (1) year terms. At each annual meeting of members thereafter, so long as seven (7) Directors are present on the Board, Directors shall be elected for two (2) year terms to fill the vacancies of those Directors whose terms are then expiring.

b. Provided, however, that the Board of Directors shall have the authority to temporarily assign a one year term to one or more Director positions if necessary to re-implement a scheme of staggering the Board to promote continuity of leadership.

~~Eleven directors will be elected at the annual membership meeting to be held in November, 1996. The six persons receiving the largest number of votes shall serve two year terms commencing on the date of their election and terminating at the annual meeting to be held in November, 1998. The five persons who are elected to the Board at the meeting who receive the least number of votes will serve one year terms commencing upon the date of election and terminating at the annual membership meeting to be held in November of 1997. At each annual membership meeting commencing in November 1997, and thereafter,~~

c. All Directors shall be elected for two year terms commencing on the date of their election and terminating at the annual membership meeting held two years after their election, unless they are sooner removed, or resign, as otherwise provided in these Bylaws, and under applicable law. In the event that a majority or all current Board members resign, the majority of newly elected Board members with the most votes shall serve two year terms, the minority of newly elected Board members with the least votes shall serve a one year term.

2. Article IX, Board of Directors, Section Two, is hereby amended to read as follows:

Section Two: The Directors need not be members of the Corporation Association. All Directors who are members of the Association, a lot owner in the Venice Acres subdivisions, must be in "good standing" with the Association. Good standing with the Association is achieved if the lot owner is current in his assessment obligations and has no active deed restriction violation issues pending with the Association.

3. Article IX, Board of Directors, Section Five, is hereby amended to read as follows:

Section Five: The Directors shall meet at least once per month six (6) times per calendar year. The organization Board meeting held after the Annual Members' Meeting shall be included in the above number of meetings. These meetings will be arranged by the President and be open to all members. At Board meetings, the President may use Robert's Rules of Order.

IN WITNESS WHEREOF, said Association has caused this Certificate to be signed in its name by its President, this 1st day of December, 2016.

ATTEST:

VENICE ACRES IMPROVEMENT ASSOC., INC.

By: Agnes Springer Tetsma
Secretary

By: Joseph M Percy
President

WITNESSES:

[Signature]
Print witness name: Frances Martin

[Signature]
Print witness name: Barbara O'brady

STATE OF FLORIDA
COUNTY OF SARASOTA

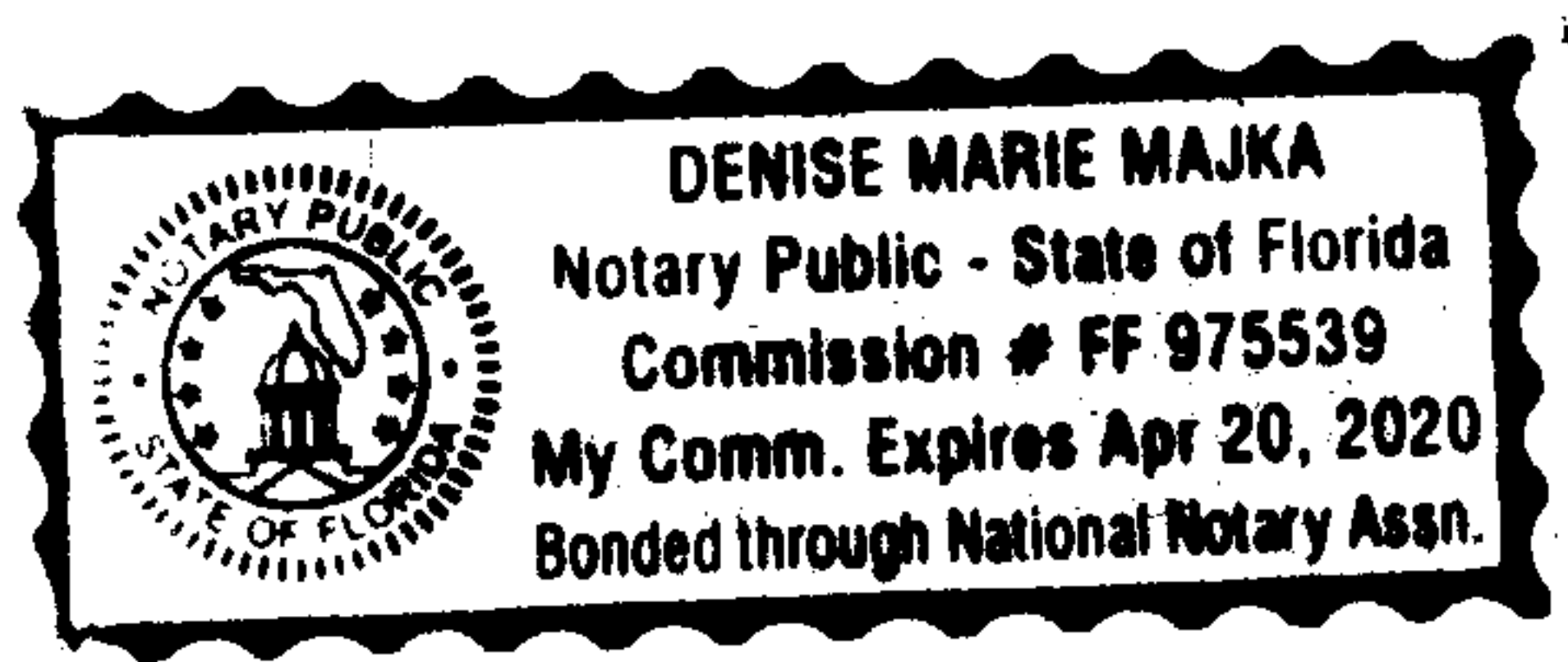
I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared JOSEPH PEARCY as President and AGNES SPRINGER TETSMA, as Secretary, of VENICE ACRES IMPROVEMENT ASSOCIATION, INC., and they acknowledged before me that they are such officers of said corporation; and they executed the foregoing Certificate of Amendment to the Bylaws on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Certificate of Amendment to the Bylaws and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification and did not take an oath.

WITNESS my hand and official seal at Venice, Sarasota County, Florida this 1st day of December, 2016.

My Commission Expires: 4/20/2020

[Signature]
DENISE MARIE MAJKA
Printed Name of Notary:

Commission # FF 975539



RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2014023063 5 PGS
2014 FEB 28 11:41 AM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
THAYES Receipt#1715095

This Instrument prepared by:
~~Robert L. Moore~~
Attorney at Law
P.O. Box 1767
Venice, FL 34284-1767



CERTIFICATE OF AMENDMENT

TO THE

BYLAWS

OF

VENICE ACRES IMPROVEMENT ASSOCIATION, INC.

VENICE ACRES IMPROVEMENT ASSOCIATION, INC., its address being c/o Argus Management, 181 Center Rd., Venice, FL 34285, Sarasota County, by the hands of the undersigned hereby certify that:

The Declaration of Restrictions of Venice Acres Improvement Association, Inc. is recorded in O.R. Book 1166, page 2165, et seq., of the Public Records of Sarasota County, Florida. The following amendments to the Bylaws of Venice Acres Improvement Association, Inc. were submitted to the entire membership of the Association at a special meeting called and held on the 12th day of December, 2013, and approved by affirmative vote by not less than two-thirds (2/3) of those voting interest of the Association as required by the Declaration of Restrictions.

1. Article V, Membership Assessments, is hereby amended as follows:

2. ~~Special Assessments. The CORPORATION shall also have the right to levy special assessments from time to time against all lots in VENICE ACRES UNIT I AND UNIT II together with a majority vote of the membership present in person or by proxy at a members meeting in the event the budget adopted for any fiscal year is insufficient to pay the costs and expenses of operations, maintenance and management, in the event of emergencies, or in the event the CORPORATION'S reserves are insufficient to cover expenditures, for capital improvements or replacements. In the event the budget adopted for any fiscal year is insufficient to pay the costs and expenses of operation, maintenance and management, in the event of emergencies, or in the event the CORPORATION'S reserves are insufficient to cover expenditures for capital improvements or replacements the CORPORATION shall have the right to levy special assessments from time to time against all lots in VENICE ACRES UNIT I AND UNIT II together, as approved by a majority vote of the membership present in person or by proxy or at a member's meeting.~~

5. Payment of Assessments. Procedures for the adoption of an annual budget, mailing of notices of the annual assessment, and collection of the annual assessment shall be set forth in the Articles of Incorporation and Bylaws of the CORPORATION. The annual assessment must be passed by a majority of the members present in person or by proxy. Payment of any ~~special~~ assessment levied by the CORPORATION Board of Directors shall be due upon not less than thirty (30) days written notice thereof on the date and in such installments as the Board of Directors may specify. The process of collection of the past due annual association assessments shall be as follows:

1. The Annual Assessment will be due 30 days after the date of the initial statement of amount due. The first past due notice shall be generated from and sent out by the management office 30 days after the initial statement mailing date.

2. The Second past due notice shall be generated from and sent out by the management office 60 days after the initial statement mailing date and applicable late fees will be assessed.

3. The Third past due notice shall be generated from and sent out by the management office 90 days after the initial statement mailing date. This notice shall include a "friendly reminder" that payment has not been received and that payment is due within 15 days of said notice and applicable late fees and interest will be assessed.

4. If no payment is received within 105 days from the initial statement mailing date, the account shall be turned over to the board for further action. It will be the board's decision what further action will be taken, including whether the account will be sent to the association's attorney for collection and including applicable late fees, interest and attorney fees.

Any assessment, whether annual or special, which is not paid when due shall be subject to a late charge of ten percent (10%) and shall bear interest from the due date until paid at the rate of eighteen percent (18%) per annum or the highest rate allowed by law.

2. Article VIII, Officers, is hereby amended as follows:

Section three: Vacancies - A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section Six: Treasurer - If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety of sureties as the Board of Directors shall determine and the Treasurer will be reimbursed for the cost of said bond. He/she or the management company of record shall have charge and custody of and be responsible for all funds and securities of the CORPORATION; receive and give receipts for monies due and payable to the CORPORATION from any source whatsoever and deposit all such monies in the name of the CORPORATION in such banks, trust companies in the event of dissolution or other ~~Articles of Incorporation~~ depositories as shall be selected in accordance with the provisions of Article VII of The Articles of Incorporation; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors. All checks for amounts more than \$500.00 will be cosigned by the Treasurer and President.

3. Article IX, Board of Directors, is hereby amended as follows:

Section One. The business affairs of this CORPORATION shall be managed by the Board of Directors. The Board of Directors shall be comprised of not less than seven nor more than eleven Board members and shall be eleven members until changed by a properly adopted membership resolution.

Section three: Eleven directors will be elected at the annual membership meeting to be held in November, 1996. The six persons receiving the largest number of votes shall serve two year terms commencing on the date of their election and terminating at the annual meeting to be held in November of 1998. The five persons who are elected to the Board at the meeting who receive the least number of votes will serve one year terms commencing upon the date of election and terminating at the annual membership meeting to be held in November of 1997. At each annual membership meeting commencing in November 1997, and thereafter, all directors shall be elected for two year terms commencing on the date of their election and terminating at the annual membership meeting held two years after their election, unless they are sooner removed, or resign, as otherwise provided in these Bylaws, and under applicable law. In the event that a majority or all current Board members resign, the majority of newly elected Board members with the most votes shall serve two-year terms, the minority of newly elected Board members with the least votes shall serve a one-year term.

Section Six: The Board of Directors shall have the right to pay taxes and other charges, if any, on or against property owned or accepted by the ASSOCIATION; maintain and repair private streets and roads, bridal paths, preservation areas, recreation areas and facilities, lakes, waterways and drainage facilities and other usable open spaces for which the obligation to maintain and repair has been delegated and accepted; charge recipients for services rendered by the and the user for the use of property; hold funds solely and exclusively for the benefit of the members for purposes set in the Articles of Incorporation; and set meetings, agendas, suggest changes or improvements ~~for the~~. The Board of Directors also have the right to pay normal operating expenses such as printing, postage, insurance fees, etc. For costs beyond limits stated in these Bylaws approval by a majority of members present in person or by proxy at a member's meeting is required prior to the expenditure.

Section Six B: Additional total expenses above those already approved by the general membership in a specific project budget shall not exceed 15% or \$1,000.00, whichever is less, without further notification and approval by the general membership. Reserve accounts are for capital improvements only and may be established only by a majority vote of the membership at the annual meeting.

Section Nine. Quorum for Board meeting - A meeting of the Board shall consist of a majority of the entire number of ~~elected~~ current Board members.

Section Eleven. The conducting of board business by use of a ~~telephone poll of the board members for their votes shall not be allows~~. Modern communication media for the purpose of soliciting consensus opinion is acceptable, provided all Board members have been contacted via the same means. All business matters must be voted upon at an official Board meeting.

4. Amend Article X, Committees, as follows:

Section One: Architecture Review Committee. This committee shall consist of three members appointed by the President with at least one member being from the Board of Directors. Committee duties are to review all building plans of owners

wishing to build in Venice Acres for compliance with the written deed restrictions of the ASSOCIATION. ~~The committee shall also assist lot owners and the ASSOCIATION in interpreting the deed restrictions as they apply to individual cases.~~ Approval by two of the three committee members shall be required for each set of plans submitted. Any plans or other ~~times~~ items not in compliance with the deed restrictions and disapproved by the committee shall be referred to the Board of Directors for further action as necessary.

Section Three: Grievance Procedure - The following steps will be followed in dealing with a Deed Restriction ~~violation~~. ~~First, the individual will receive written notice of the Grievance Committee's decision s with two weeks to comply or reply. Second, if there is no correspondence from low the owner, a registered letter stating violation and consequences will be mailed with one week to replay reply or comply. Third, the matter is then turned over to our attorney for possible legal action. If any member of the Committee is either the violator or compliant complainant he/she will be excused from the decision making on that complaints. Any member of the ASSOCIATION citing a complaint must do so in writing stating the nature of the complaint, its duration, whether any attempt has been made by complaining party to communicate with alleged violator, and alleged violator's response. The complaint must be signed by member registering the complaint and kept confidential.~~

First, any member of the ASSOCIATION citing a complaint must do so in writing stating the nature of the complaint, its duration, whether any attempt has been made by complaining party to communicate the alleged violator, and alleged violator's response. The complaint must be signed by the member registering the complaint and kept confidential. Upon failure of an Owner to comply with the provisions of this Declaration and other association documents including rules and regulations, the Association may, in the sole discretion of the Board forward the complaint to the Grievance Committee.

Notice - The Grievance Committee shall afford an opportunity for hearing to the Owner, after notice of not less than: (1) three days in the event of an emergency or if the Owner's actions constitute: (a) threat to the health or safety of other Owners; or (b) a violation of any government laws and regulations applicable to the Subdivision'; or (2) 14 days, in all other cases. The notice shall include a statement of the date, time and place of the hearing and a statement of the matters allegedly constituting a violation.

Hearing - The hearing shall be conducted by such other panel as may be required by law. At the hearing, the Owner shall have the opportunity to review, challenge, and respond to any material considered by the Board or hearing panel; to present evidence; and to provide written and oral argument on all issues involved.

If a violation shall be deemed to have occurred by the committee, the matter shall be referred back to the Board of Directors to determine what course of action the Association will take.

IN WITNESS WHEREOF, said Association has caused this Amendment to be signed in its name by its President, and attested to by its Secretary, this 19th day of FEBRUARY, 2014.

Attest:

VENICE ACRES IMPROVEMENT ASSOCIATION, INC.

By: *Joseph Percy*
Secretary

By: *Colleen Hutchinson*
President

WITNESSES:

Joseph Percy
Denise Marie Majka

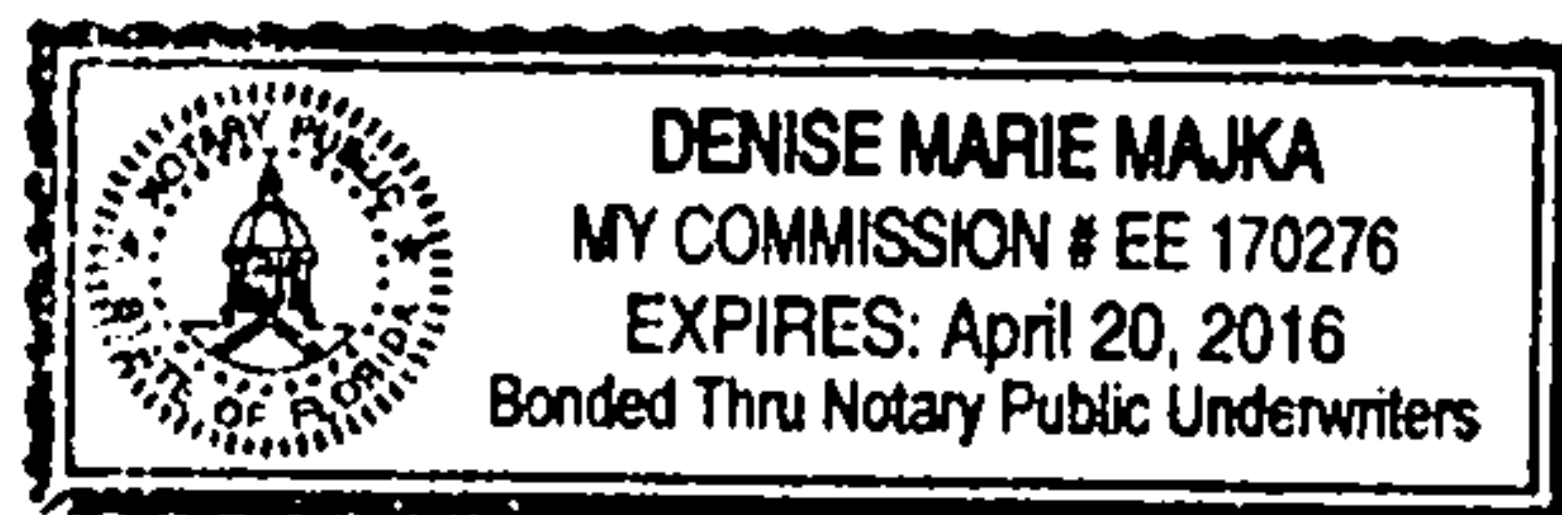
STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared *COLLEEN HUTCHINSON*, as President and *JOSEPH PERCY*, as Secretary, of VENICE ACRES IMPROVEMENT ASSOCIATION, INC., and they acknowledged before me that they are such officers of said corporation; and they executed the foregoing Amendment of Bylaws on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Amendment to the Bylaws and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification and did not take an oath.

WITNESS my hand and official seal at Venice, Sarasota County, Florida this *19th* day of *FEBRUARY* 2014.

Denise Marie Majka
Printed Name of Notary:
DENISE MARIE MAJKA
Notary Public
Commission # *EE 170276*

My Commission Expires: *4/20/2016*



RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2014023064 4 PGS
2014 FEB 28 11:41 AM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
THAYES Receipt#1715095

This instrument prepared by:
Robert L. Moore
Attorney at Law
P.O. Box 1767
Venice, FL 34284-1767

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF



VENICE ACRES IMPROVEMENT ASSOCIATION, INC.

VENICE ACRES IMPROVEMENT ASSOCIATION, INC., its address being c/o Argus Management, 181 Center Rd., Venice, FL 34285, Sarasota County, by the hands of the undersigned hereby certifies that:

The Declaration of Restrictions of Venice Acres Improvement Association, Inc. is recorded in O.R. Book 1166, page 2165, et seq., and O.R. Book 1885, page 1838, of the Public Records of Sarasota County, Florida. The following amendments to the Articles of Incorporation of Venice Acres Improvement Association, Inc. were submitted to the entire membership of the Association at a special meeting called and held on the 12th day of December, 2013, and approved by affirmative vote by not less than two-thirds (2/3) of those voting interest of the Association as required by the Declaration of Restrictions.

1. Article I, Name, is hereby amended as follows:

The name of the corporation (hereinafter called the "ASSOCIATION") is VENICE ACRES IMPROVEMENT ASSOCIATION, INC. ~~UNIT II, INC.~~ *

*Any reference to Venice Acres in these articles shall be interpreted to mean Venice Acres ~~Unit II~~ Improvement Association Inc. (Unit I and Unit II)

2. Article II, Purposes and General Powers, is hereby amended as follows:

~~(f) charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Board of Directors of the Association.~~

(f) ~~(g)~~ control, maintain and repair private streets and roads, bridle paths, preservation areas, recreation areas and facilities, lakes, waterways and drainage facilities and other usable open spaces for which the obligation to maintain and repair has been delegated and accepted.

3. Article IV, Quorum, is hereby amended as follows:

10% of the authorized votes shall constitute a quorum, which shall be the minimum number of voters present to constitute a valid meeting. Proxies shall be permissible if executed in writing by the absent voter or his/her duly authorized attorney-in-fact. ~~No proxy shall be valid for more than 11 months unless otherwise provided in the proxy.~~ A proxy is only valid for the meeting for which it is given.

4. Article VIII, Officers, is hereby amended as follows:

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE	NAME
President	Kendall LeBlanc
Exec. Vice President	Fred G. Barber
Vice President	Stephan Malmberg
Treasurer	Linda Grappin

Section 4: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 6: Vice President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President (or, in the event there be more than one Vice President, the Vice Presidents in the order of their election), shall perform the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as, from time to time, may be assigned to him/her by the President or by the board of Directors.

Section 7: Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she or the Association's property management company of record shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other ~~depositories~~ depositories as shall be selected in accordance with the provisions of Article VII of these ~~Bylaws~~ Articles of Incorporation; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 8: Secretary. The Secretary or the Association's property management company of record shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the corporation under its Seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary or the Association's property management company of record and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

5. Article IX, Board of Directors, is hereby amended as follows:

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are: Those same persons named as officers in Article VIII, Section 2, hereof.

6. Article X, By-Laws, is hereby amended to read as follows:

Section 1. The Board of Directors of this corporation may ~~provide such~~ submit to amend, add, or delete any By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. ~~The By-Laws so passed or amended~~ Any By-Law changes submitted by the Board of Directors must be approved by a 2/3 majority vote of those present or by Proxy at the next general membership meeting.

6. Article XI, Amendments, is hereby amended as follows:

Section 1. These Articles of Incorporation may be amended by a 2/3 vote of those present or by proxy at the annual meeting or at a special meeting of the membership called for that purpose. ~~by a two thirds vote of those present.~~

Section 2. ~~Amemdmments~~ Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the by-laws, of intention to submit such amendments.

7. Article XII, Indemnification of Officers and Directors, is hereby amended as follows:


Section 1. The ASSOCIATION hereby indemnifies any directors or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or ~~porceeding~~: proceeding.

IN WITNESS WHEREOF, said Association has caused this Amendment to be signed in its name by its President, and attested to by its Secretary, this 19th day of FEBRUARY, 2014.

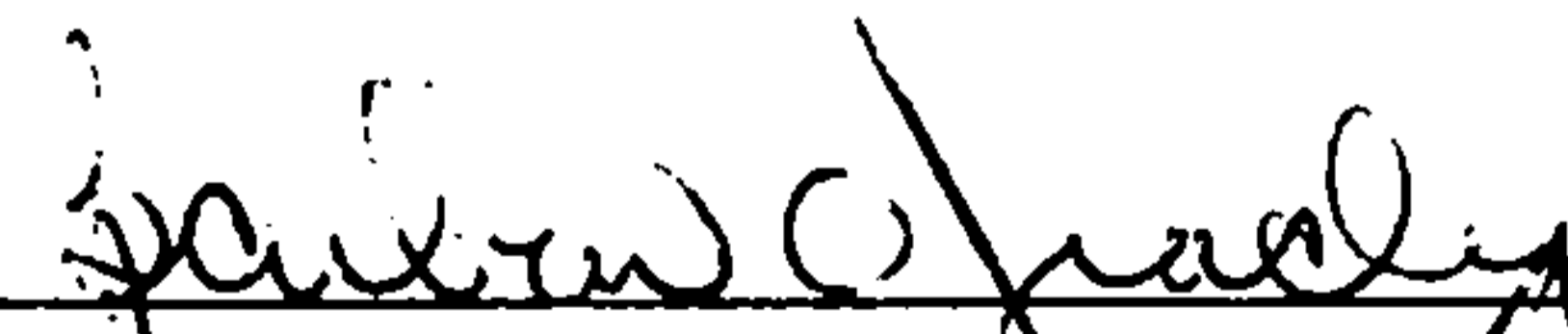
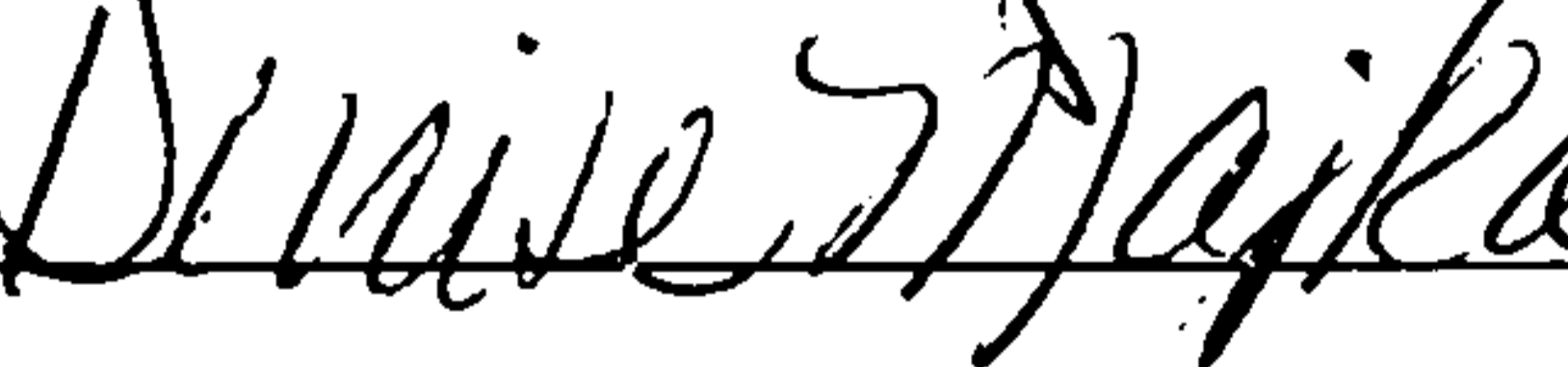
Attest:

VENICE ACRES IMPROVEMENT ASSOCIATION, INC.

By: 
Secretary

By: 
President

WITNESSES:

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared COLLEEN HUTCHINSON, as President and JOSEPH PEARCY, as Secretary, of VENICE ACRES IMPROVEMENT ASSOCIATION, INC., and they acknowledged before me that they are such officers of said corporation; and they executed the foregoing Amendment of Bylaws on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said

Amendment to the Bylaws and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification and did not take an oath.

this 10th WITNESS my hand and official seal at Venice, Sarasota County, Florida day of FEBRUARY 2014.

DENISE MARIE MAJKA
Printed Name of Notary:
Denise Marie Majka
Notary Public
Commission # EE 170276

My Commission Expires: 4/20/2016



BY-LAWS
OF THE VENICE ACRES IMPROVEMENT ASSOCIATION, INC.

Revised October, 1992

ARTICLE I
PURPOSE

The ASSOCIATION does not contemplate pecuniary gain or profit to the members thereof, and the primary purposes for which it is formed are to provide for maintenance and preservation of the subdivision known as VENICE ACRES and to promote health, safety, welfare, and tranquility of the residents within the said subdivision. These by-laws are also to clarify and help define the Articles of Incorporation and Deed Restrictions of Venice Acres Inc.

ARTICLE II
DEFINITIONS

Any reference to ASSOCIATION or CORPORATION refers to Venice Acres.

ARTICLE III
OFFICE

The principal office of this CORPORATION in the state of Florida shall be located in Venice ACRES in the city of Venice, County of Sarasota. The mailing address shall be 2817 Hermitage Blvd., Venice, Florida 34292.

ARTICLE IV
MEMBERSHIP

The members of the CORPORATION shall consist of record owner, whether one or more persons or entities, of the fee simple title to any lot or tract within VENICE ACRES subdivision.

ARTICLE V
MEMBERSHIP ASSESSMENTS

1. Annual Assessments. The CORPORATION shall have the right to levy an annual assessment against all Lots in VENICE ACRES UNIT 1 and UNIT 2 in such amounts as may be deemed appropriately by the CORPORATION'S Board of Directors for the general management and operation of the CORPORATION and for general purposes and objectives of the CORPORATION as set forth herein and in its Articles of Incorporation and Bylaws. The annual assessment shall also include the cost of public liability and property damage insurance covering the Limited Private Roads and insuring the CORPORATION and the Lot owners as it and their interests appear, in such amounts and providing such coverages as the Board of Directors of the CORPORATION may determine from time to time.

2. Special Assessments. The CORPORATION shall also have the right to levy special assessments from to time against all Lots in VENICE ACRES UNIT 1 and UNIT 2 together with a majority vote of the membership present in person or by proxy at a members' meeting, in the event the budget adopted for any fiscal year is insufficient to pay the costs and expenses of operations, maintenance and management; in the event of emergencies; or in the

event the CORPORATION'S reserves are insufficient to cover expenditures for capital improvements or replacements.

3. Assessments Levied Pro Rata. All assessments levied by the CORPORATION, whether annual or special, shall be on the basis of one (1) share per Lot so that each owner of a Lot shall bear an equal pro rata share of the expenses of the CORPORATION.

4. Reduction of Pro Rata Share. Those lot owners who access their property by using Kennedy Drive or Auburn Road shall pay a reduced annual assessment reflecting no assessment for maintenance, repair and replacement of the roads in VENICE ACRES UNIT 1 and UNIT 2.

5. Payment of Assessments. Procedures for the adoption of an annual budget, mailing of notices of the annual assessment, and collection of the annual assessment shall be as set forth in the Articles of Incorporation and Bylaws for the CORPORATION. The membership shall re-evaluate its annual assessment at the semi-annual meeting of the CORPORATION which shall be held in the fall of each year at a time, place and date chosen at the discretion of the Board of Directors. The annual assessment must be passed by a majority of the members present in person or by proxy. Payment of any special assessment levied by the CORPORATION Board of Directors shall be due upon not less than thirty (30) days written notice thereof on the date and in such installments as the Board of Directors may specify. Any assessment, whether annual or special, which is not paid when due shall be subject to a late charge of ten percent (10%) and shall bear interest from the due date until paid at the rate of eighteen percent (18%) per annum or the highest rate allowed by law.

6. Personal Obligation of Property Owner. Every assessment shall be the personal obligation of the owner of the Lot in VENICE ACRES UNIT 1 and UNIT 2 against which the assessment is levied, ownership being determined as of the date of such levy. If any such assessment is not paid within thirty (30) days after the same is due, then the CORPORATION may bring suit against the owner on such owner's personal obligation and there shall be added to the amount of such assessment and aforementioned late charge and interest and all costs incurred by the CORPORATION including reasonable attorneys' fees, paralegal, legal assistant and similar fees (including those incurred for appellate proceedings) in preparation for and in bringing such action.

ARTICLE VI MEETINGS OF MEMBERS

Section One: Annual Meeting - An annual meeting of members shall be held at 7:30 P.M. in April of each year. Appropriate for consideration at such meetings shall be the election of officers and directors, and such other corporate business as may come before the meeting.

Section Two: Semi-Annual Meeting - A semi-annual meeting of members shall be held at 7:30 P.M. in October of each year. Appropriate for consideration at such meetings shall be the re-evaluation of annual assessments and such other corporate business as may come before the meeting.

** OFFICIAL RECORDS **
BOOK 2455 PAGE 981

Section Three: Special Meeting - Special meetings of members may be called by the President of Board of Directors.

Section Four: Place of Meeting - The Board of Directors may designate any place considered convenient for any annual, semi-annual, or special meeting. Place, day, and hour of any meeting of members shall be delivered personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than thirty days prior to the date of such meeting, by or at the direction of the president, secretary, or such officers calling the meeting. In case of special meetings, or when required by these by-laws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at his address as it appears on the records of the CORPORATION at the time of mailing.

ARTICLE VII
VOTING

Section One: Eligibility - The owner of each lot shall be entitled to one vote for each such lot. When more than one person or entity has a fee simple interest in any lot, all such persons or entities shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such lot.

Section Two: Proxies - Proxies shall be permissible if executed in writing by the absent voter or his duly authorized attorney-in fact. Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. Homeowners may not vote by general proxy, but may vote by limited proxy. Limited proxies and general proxies may be used to establish a quorum. Limited proxies may also be used for votes taken to amend the articles of incorporation or bylaws or for any matter that requires or permits a vote of the homeowners. No proxy shall be valid for more than ninety (90) days after the date of the first meeting for which it was given.

Section Three: By Mail - Voting by mail will only be allowed when 75% of the ASSOCIATION is necessary for passage in a vote. When Mail Voting is used, it must be received by the date of the meeting to be counted in said vote.

ARTICLE VIII
OFFICERS

Section One: Positions - The officers of the CORPORATION shall be a president, a vice president, a secretary, and a treasurer.

Section Two: Election - The officers shall be elected at the annual meeting of the CORPORATION and their term shall run from May 1st of the year elected to the 30th of April of the following year. Officers must be members of the ASSOCIATION.

Section Three: - Vacancies - A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by The Board of Directors for the unexpired portion of the term.

Section Four: President - The President shall be the principal executive officer of the CORPORATION and shall in general, supervise and control all of the business and affairs of the CORPORATION. He shall preside at all meetings of the members and of the Board of Directors and shall execute any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by The Board of Directors or by statute to some other officer or agent of the CORPORATION; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by The Board of Directors from time to time.

Section Five: Vice President - In the absence of the President, or in the event of his inability or refusal to act, the Vice President 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. The Vice President shall perform such other duties as, from time to time, may be assigned to him by the President or by the Board of Directors.

Section Six: Treasurer - If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine and the Treasurer will be reimbursed for the cost of said bond. He shall have charge and custody of and be responsible for all funds and securities of the CORPORATION; receive and give receipts for monies due and payable to the CORPORATION from any source whatsoever, and deposit all such monies in the name of the CORPORATION in such banks, trust companies or other Articles of Incorporation; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors. All checks for amounts more than \$500.00 will be cosigned by the Treasurer and President.

Section Seven: Secretary - The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or Articles of Incorporation or as required by law; be custodian of the corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the CORPORATION under its Seal is duly authorized in accordance with the provisions of Article of Incorporation; keep a register of the post office address of each member which shall be furnished to the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE IX
BOARD OF DIRECTORS

Section One: The business affairs of this CORPORATION shall be managed by the Board of Directors. The Board of Directors shall be comprised of the four officers and seven additional board members. The number of directors may be increased from time to time, but shall never be less than seven.

Section Two: The Directors need not be members of the CORPORATION.

Section Three: The seven non-officer board members shall be elected at the annual meeting of the ASSOCIATION and shall serve for two year terms on a staggered basis. In April, 1988, one set (4) of board members shall be elected to a two year term. Thereafter, one set of directors shall be elected each year for two year terms on an alternating basis. Terms of office for board members shall run from May 1 of the year elected to April 30th of the year the term expires.

Section Four: At the end of the current President's term, he automatically becomes a member of the Board of Directors for a one year term.

Section Five: The Board of Directors shall meet at least once per month. These meetings will be arranged by the President and be open to all members. At Board meetings, the President may use Robert's Rule of Order.

Section Six: The Board of Directors shall have the right to pay taxes and other charges, if any, on or against property owned or accepted by the ASSOCIATION; maintain and repair private streets and roads, bridle paths, preservation areas, recreation areas and facilities, lakes, waterways and drainage facilities and other usable open spaces for which the obligation to maintain and repair has been delegated and accepted; charge recipients for services rendered by the and the user for the use of property; hold funds solely and exclusively for the benefit of the members for purposes set in the Articles of Incorporation; and set meetings, agendas, suggest changes or improvements for the The Board of Directors also have the right to pay normal operating expenses such as printing, postage, insurance fees, etc. For costs beyond limits stated in these Bylaws approval by a majority of members present in person or by proxy at a members' meeting is required prior to the expenditure.

Section Six A: The President or Vice President shall have the authority to spend up to \$100.00 in any (1) one month without prior Board approval. Any such actions shall be reported to the entire Board at the next scheduled Board meeting for review.

Section Six B: Additional total expenses above those already approved by the general membership in a specific project budget shall not exceed 15% or \$1,000.00, whichever is less, without further notification and approval by the general membership.

Section Six C: The Board of Directors shall solicit at least three sealed competitive bids on any proposed expenses exceeding \$500.00 in cost. Each bid shall specify the total cost in writing of the item in question and will be opened at a regular board meeting.

Section Seven: The ASSOCIATION shall carry adequate insurance to protect all officers and directors as stated in Article XII of the Articles of Incorporation.

Section Eight: Removal of Board Members - Any officer or Board member may be removed from office by vote of the Board of Directors after three unexcused absences from regularly scheduled board meetings or general meetings. Excused absences shall be granted by the President at his direction providing the member wishing to miss a meeting notifies the President in advance with a valid explanation for their absence.

Section Nine: Quorum for Board Meeting - A meeting of the Board shall consist of at least one-half of the entire number of elected board members.

Section Ten: Emergency Board Meetings - An emergency meeting of the Board of Directors may be called by the President to conduct such pressing unexpected business as might occur between regularly scheduled monthly board meetings. Such emergency meetings shall be scheduled in such a manner to allow for adequate notification of all board members if at all possible.

Section Eleven: The conducting of board business by use of a telephone poll of the board members for their votes shall not be allowed.

Section Twelve: Notice of all Board of Directors' meetings shall be posted in a conspicuous place on the CORPORATION property at least 48 hours in advance of the meeting, except in an emergency. Notice of any meeting in which an assessment against lots are to be established shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessment.

Section Thirteen: Meetings of the Board of Directors shall be open to all lot owners in VENICE ACRES UNIT 1 and UNIT 2.

ARTICLE X COMMITTEES

Section One: Architecture Review Committee - This committee shall consist of three members appointed by the President with at least one member being from the Board of Directors. Committee duties are to review all building plans of owners wishing to build in Venice Acres for compliance with the written deed restrictions of the ASSOCIATION. The committee shall also assist lot owners and the ASSOCIATION in interpreting the deed restrictions as they apply to individual cases. Approval by two of the three committee members shall be required for each set of plans submitted. Any plans or other times not in compliance with the deed restrictions and disapproved by the committee shall be referred to the Board of Directors for further action as necessary.

Section Two: Grievance Committee - The Board of Directors shall function as the Grievance Committee with the duties to interpret and enforce the deed restrictions of the ASSOCIATION. There must be a majority of the entire committee for an individual lot owner to be considered in violation of said deed restriction.

Section Three: Grievance Procedure - The following steps will be followed in dealing with a Deed Restriction Violation. First, the individual will receive written notice of the Grievance Committee's decision with two weeks to comply or reply. Second, if there is no correspondence from lot owner, a registered letter stating violation and consequences will be mailed with one week to reply or comply. Third, the matter is then turned over to our attorney for possible legal action. If any member of the Committee is either the violator or compliant, he will be excused from the decision making on that complaints. Any member of the ASSOCIATION citing a complaint must do so in writing stating the nature of the complaint, its duration, whether any attempt has been made by complaining party to communicate with alleged violator, and alleged violator's response. The complaint must be signed by member registering the complaint and kept confidential.

Section Four: Special Committees - Such other committees shall be appointed by the President or Board of Directors from time to time when deemed necessary to carry on the work of the CORPORATION. The President shall be "Ex Officio" a member of all committees.

ARTICLE XI
PARLIMENTARY PROCEDURE

Robert's Rules of Order will be followed. A Corporate Parliamentarian will be the Arbiter of Procedure and appointed by the Board of Directors.

ARTICLE XII
CORPORATE SEAL

There will be a corporate seal. All corporate documents excluding routine correspondence will be stamped with the corporate seal.

ARTICLE XIII
CORPORATE BOOK

There will be a corporate book. It will be kept by the acting secretary.

ARTICLE XIV
AMENDMENTS

These By-Laws of the CORPORATION may be amended at a special meeting of the membership called for that purpose by a two-thirds (2/3) vote of those present in person or by proxy. These by-laws of the CORPORATION may be amended at a meeting of the membership called for that purpose by a two-thirds (2/3) vote of those present in person or by proxy.

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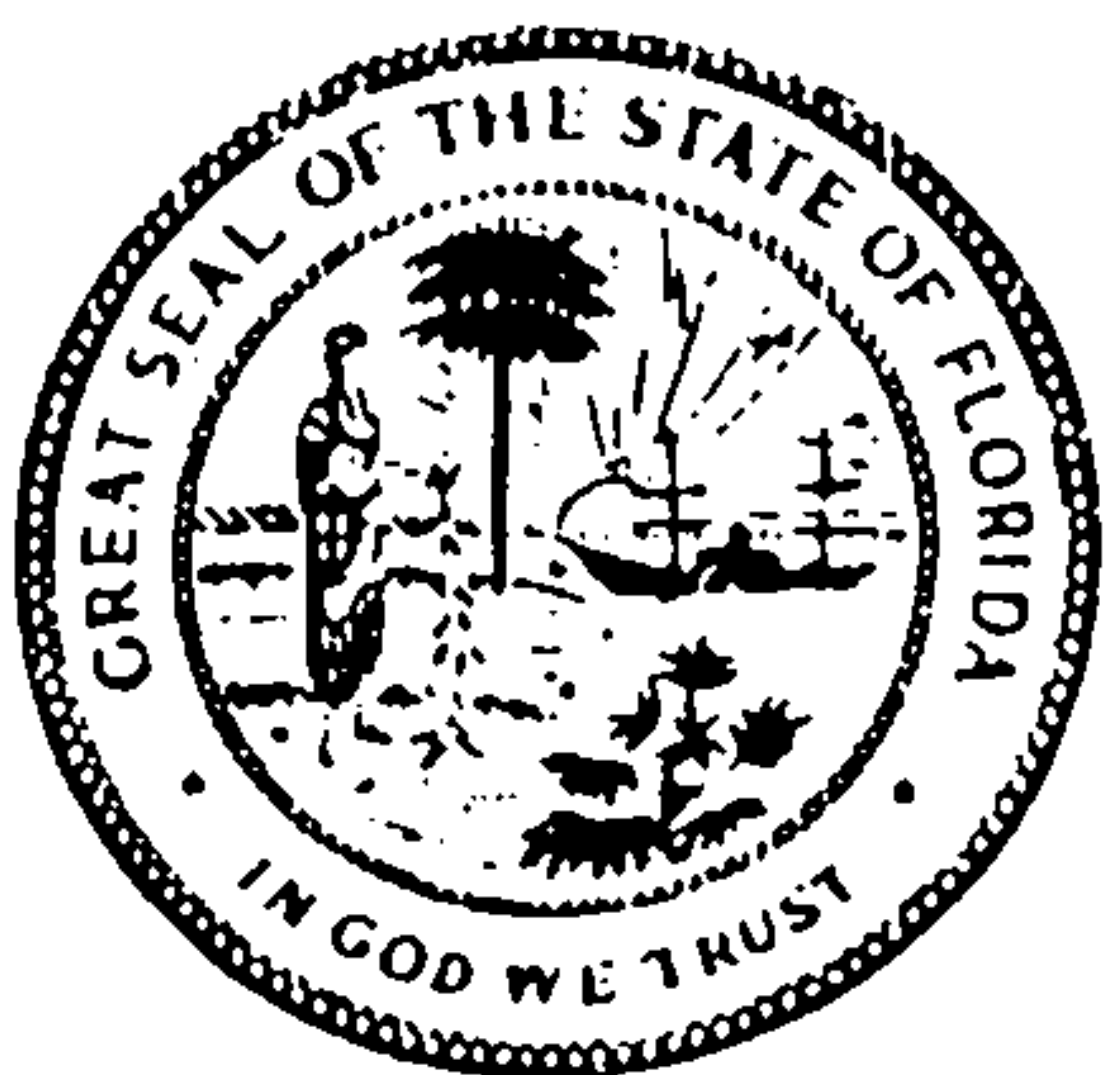


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of VENICE ACRES IMPROVEMENT ASSOCIATION, [REDACTED], INC., a corporation organized under the Laws of the State of Florida, filed on October 5, 1982.

The charter number for this corporation is 765302.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
7th day of October, 1982.



CER 101

George Firestone
Secretary of State

ARTICLES OF INCORPORATION

OF

VENICE ACRES IMPROVEMENT ASSOCIATION, UNIT II, INC.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "ASSOCIATION") is VENICE ACRES IMPROVEMENT ASSOCIATION, UNIT II, INC. *

ARTICLE II

PURPOSES AND GENERAL POWERS

Section 1. The ASSOCIATION does not contemplate pecuniary gain or profit to the members thereof, and the primary purposes for which it is formed are to provide for maintenance and preservation of the subdivision known as VENICE ACRES and to promote the health, safety and welfare of the residents within the said subdivision.

Section 2. In furtherance of said purposes, this ASSOCIATION shall have power to:

(a) hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

(b) promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

(c) delegate power or powers where such is deemed in the interest of the Association.

(d) purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

(e) fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures.

(f) charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association.

(g) pay taxes and other charges, if any, on or against property owned or accepted by the Association.

(h) control, maintain and repair private streets and roads, bridle paths, preservation areas, recreation areas and facilities, lakes, waterways and drainage facilities and other usable open spaces for which the obligation to maintain and repair has been delegated and accepted.

(i) borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge, or other instrument of trust, or by lien upon assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

* Any reference to Venice Acres in these articles shall be interpreted to mean Venice Acres, Unit II.

(j) dedical , sell or transfer all of or any part of its pro-
perty to any public agency, authority, or utility for such purposes
and subject to such condition as may be agreed to by members.

(k) enter into any written agreement with any persons, firms or
corporations and/or any political subdivision of the State of Florida
for the maintenance of any properties the maintenance of which is an
obligation of the Association alone or shared with others;

(l) have and to exercise any and all powers, rights and privileges
which a corporation organized under the Nonprofit Corporation Law of
the State of Florida by law may now or hereafter have or exercise.

ARTICLE III
MEMBERS

The members of the ASSOCIATION shall consist of the record owner,
whether one or more persons or entities, of the fee simple title to any
residential lot or tract, within VENICE ACRES subdivision.

ARTICLE IV
QUORUM

10% of the authorized votes shall constitute a quorum, which shall
be the minimum number of voters present to constitute a valid meeting.
Proxies shall be permissible if executed in writing by the absent voter
or his duly authorized attorney-in-fact. No proxy shall be valid for more
than 11 months unless otherwise provided in the proxy.

ARTICLE V
VOTING

The owner of each lot shall be entitled to one vote for each such
lot. When more than one person or entity has a fee simple interest in
any lot, all such persons or entities shall be members. The vote for such
lot shall be exercised as they among themselves determine, but in no event
shall more than one (1) vote be cast with respect to any such lot.

ARTICLE VI
DURATION

This corporation shall exist perpetually.

ARTICLE VII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or
profits from the undertaking of this corporation and upon dissolution of
this organization all of its assets remaining after payment of all costs
and expenses of such dissolution and provision for creditors shall be dis-
tributed to organizations which have qualified for exemption under Section
501 (c) (3) of the Internal Revenue Code, or to the Federal government, or
to a State or local government, for a public purpose, and none of the assets
will be distributed to any member, officer or trustee of this corporation.

ARTICLE VIII
OFFICERS

Section 1. The officers of the corporation shall be a president,
a vice president, a secretary and a treasurer, and such other officers
as may be provided in the by-laws, from time to time.

Section 2. The names of the persons who are to serve as officers
of the corporation until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Kendall LeBlanc
Exec. Vice President	Fred G. Barber
Vice President	Stephan Malmberg
Treasurer	Linda Grannin

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

Section 4: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors and shall execute any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the corporation; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6: Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President (or, in the event there be more than one Vice President, the Vice Presidents 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 other duties as, from time to time, may be assigned to him by the President or by the Board of Directors.

Section 7: Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8: Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the corporation under its Seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE IX BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased from time to time, by the by-laws, but shall never be less than three.

Section 2. The Board of Directors need not be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are: Those same persons named as officers in Article VIII, Section 2. hereof

ARTICLE X
BY-LAWS

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. The by-laws so passed or amended must be approved by a 2/3 majority vote of those present at the next general membership meeting.

ARTICLE XI
AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a two-thirds vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the by-laws, of intention to submit such amendments.

ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The ASSOCIATION hereby indemnifies any directors or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the ASSOCIATION to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director or officer of the ASSOCIATION, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the ASSOCIATION, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the ASSOCIATION, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the ASSOCIATION or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the ASSOCIATION to procure a judgment in its favor by reason of his being or having been a Director or officer of the ASSOCIATION, or by reason of his being or having been a Director, officer or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the ASSOCIATION, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the ASSOCIATION. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the ASSOCIATION unless and only to the extent that the Court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Section 2. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the ASSOCIATION, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the ASSOCIATION to indemnify under applicable law.

ARTICLE XIII
TRANSACTION IN WHICH DIRECTORS OR
OFFICERS ARE INTERESTED

Section 1. No contract or transaction between the ASSOCIATION and one or more of its Directors or officers, or between the ASSOCIATION and any other corporation, partnership, association, or other organization in which one or more of its Directors or officer are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purposes. No Director or officer of the ASSOCIATION shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Section 2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.



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 KAREN E. RUSHING
 CLERK OF CIRCUIT COURT
 SARASOTA COUNTY, FLORIDA
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THIS INSTRUMENT PREPARED BY
 AND RETURN TO:
 CHAD M. MCCLENATHEN, ESQ.
 BECKER & POLIAKOFF, P.A.
 630 S. ORANGE AVENUE
 SARASOTA, FL 34236

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**CORRECTIVE CERTIFICATE OF AMENDMENT
 TO
 BYLAWS
 OF
 VENICE ACRES IMPROVEMENT ASSOCIATION, INC.**

This instrument shall correct that certain Certificate of Amendment recorded in O.R. Book 2828, pages 2954 through 2957, Public Records of Sarasota County, Florida, which Certificate contained a scrivener's error in that the first portion of Article VI was inadvertently omitted from the bottom of page 1 and the top of page 2 of that amendment. The actual amendments adopted by the membership at the referenced meetings in 1995 are set forth below.

BYLAWS

**Article V
 Membership Assessments**

5. **Payment of Assessments.** Procedures for the adoption of an annual budget, mailing of notices of the annual assessment, and collection of the annual assessment shall be as set forth in the Articles of Incorporation and Bylaws of the CORPORATION. ~~The membership shall re-evaluate its annual assessment at the semi-annual meeting of the CORPORATION which shall be held in the fall of each year at a time, place and date chosen at the discretion of the Board of Directors.~~ The annual assessment must be passed by a majority of the members present in person or by proxy. Payment of any special assessment levied by the CORPORATION Board of Directors shall be due upon not less than thirty (30) days written notice thereof on the date and in such installments as the Board of Directors may specify. Any assessment, whether annual or special, which is not paid when due shall be subject to a late charge of ten percent (10%) and shall bear interest from the due date until paid at the rate of eighteen percent (18%) per annum or the highest rate allowed by law.

**Article VI
 Meetings of Members**

Section One: Annual Meeting - An annual meeting of members shall be held ~~at 7:30 P.M. in April/November~~ of each year at such date and time as selected by the Board of Directors. Appropriate for consideration at such meetings shall be the election of officers and directors, ~~and such other corporate business as may come before the meeting.~~

Section Two: Semi-Annual Meeting ~~A semi-annual meeting of members shall be held at 7:30 P.M. in October of each year. Appropriate for consideration at such meetings shall be the reevaluation of annual assessments, and such other corporate business as may come before the meeting.~~

**Article VIII
 Officers**

Section Two: Election - The officers shall be elected at the annual meeting of the CORPORATION and their term shall run from the date elected until the next annual membership meeting. ~~May 1 of the year election to the 30th of April of the following year.~~ Officers must be members of the ASSOCIATION.

**Article IX
 Board of Directors**

Section One: The business affairs of this CORPORATION shall be managed by the Board of Directors. The Board of Directors shall be comprised of not less than the four officers and seven nor more than eleven additional Board members, and shall be eleven members until changed by a properly adopted membership resolution. ~~The number of directors may be increased from time to time, but shall never be less than seven.~~

Section Three: ~~The seven non-officer Board members shall be elected at the annual meeting of the ASSOCIATION and shall serve for two year terms on a staggered basis. In April, 1988, one set (4) of Board members shall be elected to a two year term. Thereafter, one set of directors shall be elected each year for two year terms on an alternating basis. Terms of office for Board members shall run from May 1 of the year elected to April 30th of the year the term expires. Eleven directors will be elected at the annual membership meeting to be held in November, 1996. The six persons receiving the largest number of votes shall serve~~

two year terms commencing on the date of their election and terminating at the annual meeting to be held in November of 1998. The five persons who are elected to the Board at that meeting who receive the least number of votes will serve one year terms commencing upon the date of election, and terminating at the annual membership meeting to be held in November of 1997. At each annual membership meeting commencing in November, of 1997, and thereafter, all directors shall be elected for two year terms commencing on the date of their election and terminating at the annual membership meeting held two years after their election, unless they are sooner removed, or resign, as otherwise provided in these Bylaws, and under applicable law.

~~Section Four: At the end of the current President's term, he automatically becomes a member of the Board of Directors for a one year term.~~

~~Section Eight: Resignation Removal of Board Members - Any officer or Board member may be removed shall be deemed to have resigned from office by vote of the Board of Directors after three unexcused absences from regularly scheduled Board meetings or general meetings. Excused absences shall be granted by the President at his direction providing the member wishing to miss a meeting notifies the President in advance with a valid explanation for their absence.~~

~~Section Nine: Quorum for Board Meeting - A meeting of the Board shall consist of a majority at least one-half of the entire number of elected Board members.~~

Article XIV
Amendments

These Bylaws of the CORPORATION may be amended at a special duly convened meeting of the membership called for that purpose by a two-thirds (2/3) vote of those voting interest present in person or by proxy. ~~These Bylaws of the CORPORATION may be amended at a meeting of the membership called for that purpose by a two-thirds (2/3) vote of those present in person or by proxy.~~

(All other Bylaw provisions shall remain unchanged.)

Dated this 28th day of September, 1998.

VENICE ACRES IMPROVEMENT
ASSOCIATION, INC.

Lloyd Cox
Witness Signature

Lloyd Cox

Printed Name

Agnes Springer
Witness Signature

AGNES E. SPRINGER
Printed Name

BY: [Signature]
MARK BILLS, PRESIDENT
Tom Randol

BY: [Signature]
SECRETARY

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th day of September, 1998 by MARK BILLS, as President, and MARY CASTOROL, as Secretary of VENICE ACRES IMPROVEMENT ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification. If no type of identification is indicated, the above-named persons are personally known to me.

[Signature]
Notary Public
Printed Name SANDRA A. COATNEY
State of Florida
My Commission Expires _____



SANDRA A COATNEY
My Commission CC494853
Expires Sep 11, 1999

This instrument prepared by
and return to:
CHAD M. McCLENATHEN, ESQ ✓
BECKER & POLIAKOFF P.A. ✓
P.O. BOX 49675
Sarasota, Florida 34230

96027431

1950

**CERTIFICATE OF AMENDMENT
TO
BYLAWS OF
VENICE ACRES IMPROVEMENT ASSOCIATION, INC.**

•• OFFICIAL RECORDS ••
BOOK 2828 PAGE 2954

The undersigned officers of Venice Acres Improvement Association, Inc., a not-for-profit corporation organized and existing to operate and maintain Venice Acres, Unit I and II, according to the Declaration of Restrictions thereof as recorded in O. R. Book 1166, Page 2165 et seq. and O. R. Book 1885, Page 1838, et. seq., Public Records of Sarasota County, Florida, as amended, hereby certify that the following amendment to the Bylaws of Venice Acres Improvement Association, Inc., was approved by not less than two-thirds (2/3) of the entire membership at the annual membership meeting held on October 10, 1995, and by not less than two-thirds (2/3) of the entire membership at a special membership meeting held on December 12, 1995.

BYLAWS

**Article V
Membership Assessments**

5. **Payment of Assessments.** Procedures for the adoption of an annual budget, mailing of notices of the annual assessment, and collection of the annual assessment shall be as set forth in the Articles of Incorporation and Bylaws of the CORPORATION. ~~The membership shall re-evaluate its annual assessment at the semi-annual meeting of the CORPORATION which shall be held in the fall of each year at a time, place and date chosen at the discretion of the Board of Directors.~~ The annual assessment must be passed by a majority of the members present in person or by proxy. Payment of any special assessment levied by the CORPORATION Board of Directors shall be due upon not less than thirty (30) days written notice thereof on the date and in such installments as the Board of Directors may specify. Any assessment, whether annual or special, which is not paid when due shall be subject to a late charge of ten percent (10%) and shall bear interest from the due date until paid at the rate of eighteen percent (18%) per annum or the highest rate allowed by law.

**Article VI
Meetings of Members**

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~~Directors. Appropriate for consideration at such meetings shall be the election of officers and directors, and such other corporate business as may come before the meeting.~~

~~Section Two: Semi Annual Meeting - A semi annual meeting of members shall be held at 7:30 P.M. in October of each year. Appropriate for consideration at such meetings shall be the reevaluation of annual assessments, and such other corporate business as may come before the meeting.~~

Article VIII
Officers

Section Two: Election - The officers shall be elected at the annual meeting of the CORPORATION and their term shall run from the date elected until the next annual membership meeting. ~~May 1 of the year election to the 30th of April of the following year.~~ Officers must be members of the ASSOCIATION.

Article IX
Board of Directors

Section One: The business affairs of this CORPORATION shall be managed by the Board of Directors. The Board of Directors shall be comprised of not less than the four officers and seven nor more than eleven additional Board members, and shall be eleven members until changed by a properly adopted membership resolution. ~~The number of directors may be increased from time to time, but shall never be less than seven.~~

Section Three: ~~The seven non officer Board members shall be elected at the annual meeting of the ASSOCIATION and shall serve for two year terms on a staggered basis. In April, 1988, one set (4) of Board members shall be elected to a two year term. Thereafter, one set of directors shall be elected each year for two year terms on an alternating basis. Terms of office for Board members shall run from May 1 of the year elected to April 30th of the year the term expires. Eleven directors will be elected at the annual membership meeting to be held in November, 1996. The six persons receiving the largest number of votes shall serve two year terms commencing on the date of their election and terminating at the annual meeting to be held in November of 1998. The five persons who are elected to the Board at that meeting who receive the least number of votes will serve one year terms commencing upon the date of election, and terminating at the annual membership meeting to be held in November of 1997. At each annual membership meeting commencing in November, of 1997, and thereafter, all directors shall be elected for two year terms commencing on the date of their election and terminating at the annual membership meeting held two years after their election, unless they are sooner removed, or resign, as otherwise provided in these Bylaws, and under applicable law.~~

~~Section Four: At the end of the current President's term, he automatically becomes a member of the Board of Directors for a one year term.~~

~~Section Eight: Resignation Removal of Board Members - Any officer or Board member may be removed shall be deemed to have resigned from office by vote of the Board of Directors after three unexcused absences from regularly scheduled Board meetings or general meetings. Excused absences shall be granted by the President at his direction providing the member wishing to miss a meeting notifies the President in advance with a valid explanation for their absence.~~

~~Section Nine: Quorum for Board Meeting - A meeting of the Board shall consist of a majority at least one-half of the entire number of elected Board members.~~

Article XIV
Amendments

These Bylaws of the CORPORATION may be amended at a special duly convened meeting of the membership called for that purpose by a two-thirds (2/3) vote of those voting interest present in person or by proxy. ~~These Bylaws of the CORPORATION may be amended at a meeting of the membership called for that purpose by a two thirds (2/3) vote of those present in person or by proxy.~~

(The provisions of the Bylaws remain unchanged, except that the Bylaw provisions shall be relettered and renumbered as necessary to provide for continuity once these amendments are adopted.) :

Dated this 27th day of Feb., 1996.

VENICE ACRES IMPROVEMENT
ASSOCIATION, INC.

Lloyd Cox
Witness Signature

BY: Mark Bills, President
MARK BILLS, PRESIDENT

Lloyd Cox
Printed Name

William Dunk
Witness Signature

BY: Mary Castore
SECRETARY

William Dunk
Printed Name

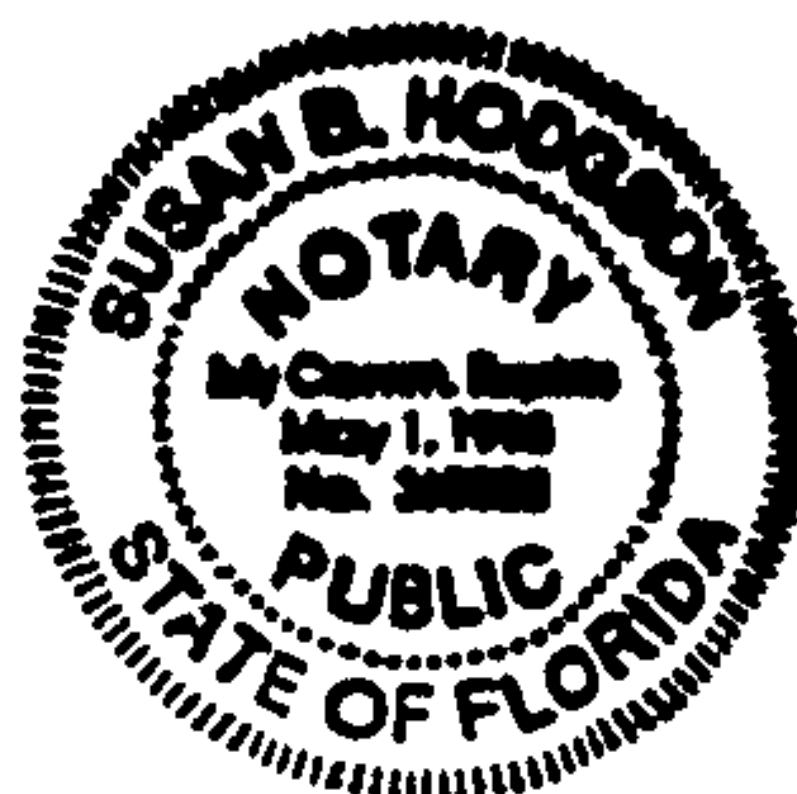
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RECORDER'S MEMO: Legibility of writing, typing, or printing for reproductive purpose may be unsatisfactory in this document when received.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27th day of February, 1996 by MARK BILLS, as President, and Mary Castoral, as Secretary of VENICE ACRES IMPROVEMENT ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced Florida Driver Licenses as identification. If no type of identification is indicated, the above-named persons are personally known to me.

Susan B Hodgson
Notary Public
Printed Name SUSAN B HODGSON
State of Florida
My Commission Expires _____



RECORDER'S MEMO: Legibility of writing, typing, or printing for reproductive purpose may be unsatisfactory in this document when received.

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1/30/96

RECORDED IN OFFICIAL RECORDS
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KAREN E. RUSHING
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FL

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CERTIFICATION OF APPROVAL AND STATEMENT OF FILING

THIS INSTRUMENT PREPARED BY SHARON S. VANDER WULP ATTORNEY AT LAW P.O. BOX 1767 VENICE, FLORIDA 34284-1767

IN RE:

92134632

Recording the Bylaws of THE VENICE ACRES IMPROVEMENT ASSOCIATION, INC., as amended.

The undersigned officer of THE VENICE ACRES IMPROVEMENT ASSOCIATION, INC., operating the platted subdivisions known as VENICE ACRES UNIT 1 and UNIT 2, hereby certifies as follows:

1. The Bylaws of THE VENICE ACRES IMPROVEMENT ASSOCIATION, INC. have not to date been recorded in the Public Records of Sarasota County, Florida; the county in which the Homeowners' Association is located.

2. The Bylaws attached to this certificate are a true and correct copy of the Bylaws as properly amended by the corporate membership.

DATED this 5 day of November, 1992.

ATTEST:

THE VENICE ACRES IMPROVEMENT ASSOCIATION, INC.

By: John Zablockas As: Secretary

By: Ornell C. Moore As: President

WITNESSES:

Shirley McLaren Elizabeth L. Zeland

Angela K. Ward Marilyn J. Rubenrofer

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STATE OF FLORIDA
COUNTY OF SARASOTA

7
4th The foregoing instrument was acknowledged before me this day of November, 1992, by DON MOORE, as President of THE VENICE ACRES IMPROVEMENT ASSOCIATION, INC., who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

Kermit J. Knight
Printed Name of Notary:
Kermit J. Knight
Notary Public
Commission # CC 148316

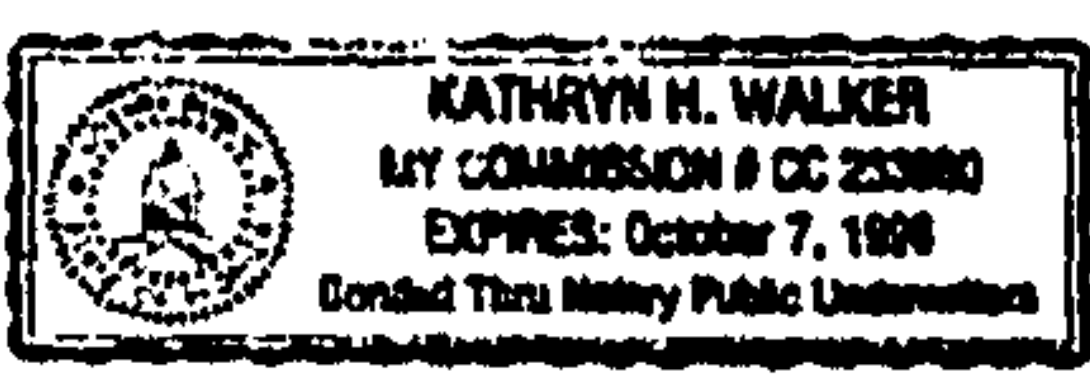
My commission expires: 1 October 1995

STATE OF FLORIDA
COUNTY OF SARASOTA

5th The foregoing instrument was acknowledged before me this day of November, 1992, by John M. Zablockas, as Secretary of THE VENICE ACRES IMPROVEMENT ASSOCIATION, INC., who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

Kathryn H Walker
Printed Name of Notary:
Kathryn Walker
Notary Public
Commission # CC 233880

My commission expires:



**BY-LAWS
OF THE VENICE ACRES IMPROVEMENT ASSOCIATION, INC.**

Revised October, 1992

**ARTICLE I
PURPOSE**

The ASSOCIATION does not contemplate pecuniary gain or profit to the members thereof, and the primary purposes for which it is formed are to provide for maintenance and preservation of the subdivision known as VENICE ACRES and to promote health, safety, welfare, and tranquility of the residents within the said subdivision. These by-laws are also to clarify and help define the Articles of Incorporation and Deed Restrictions of Venice Acres Inc.

**ARTICLE II
DEFINITIONS**

Any reference to ASSOCIATION or CORPORATION refers to Venice Acres.

**ARTICLE III
OFFICE**

The principal office of this CORPORATION in the state of Florida shall be located in Venice ACRES in the city of Venice, County of Sarasota. The mailing address shall be 2817 Hermitage Blvd., Venice, Florida 34292.

**ARTICLE IV
MEMBERSHIP**

The members of the CORPORATION shall consist of record owner, whether one or more persons or entities, of the fee simple title to any lot or tract within VENICE ACRES subdivision.

**ARTICLE V
MEMBERSHIP ASSESSMENTS**

1. Annual Assessments. The CORPORATION shall have the right to levy an annual assessment against all Lots in VENICE ACRES UNIT 1 and UNIT 2 in such amounts as may be deemed appropriately by the CORPORATION'S Board of Directors for the general management and operation of the CORPORATION and for general purposes and objectives of the CORPORATION as set forth herein and in its Articles of Incorporation and Bylaws. The annual assessment shall also include the cost of public liability and property damage insurance covering the Limited Private Roads and insuring the CORPORATION and the Lot owners as it and their interests appear, in such amounts and providing such coverages as the Board of Directors of the CORPORATION may determine from time to time.

2. Special Assessments. The CORPORATION shall also have the right to levy special assessments from time to time against all Lots in VENICE ACRES UNIT 1 and UNIT 2 together with a majority vote of the membership present in person or by proxy at a members' meeting, in the event the budget adopted for any fiscal year is insufficient to pay the costs and expenses of operations, maintenance and management; in the event of emergencies; or in the

** OFFICIAL RECORDS **
BOOK 2455
PAGE 979

event the CORPORATION'S reserves are insufficient to cover expenditures for capital improvements or replacements.

3. Assessments Levied Pro Rata. All assessments levied by the CORPORATION, whether annual or special, shall be on the basis of one (1) share per Lot so that each owner of a Lot shall bear an equal pro rata share of the expenses of the CORPORATION.

4. Reduction of Pro Rata Share. Those lot owners who access their property by using Kennedy Drive or Auburn Road shall pay a reduced annual assessment reflecting no assessment for maintenance, repair and replacement of the roads in VENICE ACRES UNIT 1 and UNIT 2.

5. Payment of Assessments. Procedures for the adoption of an annual budget, mailing of notices of the annual assessment, and collection of the annual assessment shall be as set forth in the Articles of Incorporation and Bylaws for the CORPORATION. The membership shall re-evaluate its annual assessment at the semi-annual meeting of the CORPORATION which shall be held in the fall of each year at a time, place and date chosen at the discretion of the Board of Directors. The annual assessment must be passed by a majority of the members present in person or by proxy. Payment of any special assessment levied by the CORPORATION Board of Directors shall be due upon not less than thirty (30) days written notice thereof on the date and in such installments as the Board of Directors may specify. Any assessment, whether annual or special, which is not paid when due shall be subject to a late charge of ten percent (10%) and shall bear interest from the due date until paid at the rate of eighteen percent (18%) per annum or the highest rate allowed by law.

e. Personal Obligation of Property Owner. Every assessment shall be the personal obligation of the owner of the Lot in VENICE ACRES UNIT 1 and UNIT 2 against which the assessment is levied, ownership being determined as of the date of such levy. If any such assessment is not paid within thirty (30) days after the same is due, then the CORPORATION may bring suit against the owner on such owner's personal obligation and there shall be added to the amount of such assessment and aforementioned late charge and interest and all costs incurred by the CORPORATION including reasonable attorneys' fees, paralegal, legal assistant and similar fees (including those incurred for appellate proceedings) in preparation for and in bringing such action.

ARTICLE VI MEETINGS OF MEMBERS

Section One: Annual Meeting - An annual meeting of members shall be held at 7:30 P.M. in April of each year. Appropriate for consideration at such meetings shall be the election of officers and directors, and such other corporate business as may come before the meeting.

Section Two: Semi-Annual Meeting - A semi-annual meeting of members shall be held at 7:30 P.M. in October of each year. Appropriate for consideration at such meetings shall be the re-evaluation of annual assessments and such other corporate business as may come before the meeting.

** OFFICIAL RECORDS **
BOOK 2455
PAGE 981

Section Three: Special Meeting - Special meetings of members may be called by the President of Board of Directors.

Section Four: Place of Meeting - The Board of Directors may designate any place considered convenient for any annual, semi-annual, or special meeting. Place, day, and hour of any meeting of members shall be delivered personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than thirty days prior to the date of such meeting, by or at the direction of the president, secretary, or such officers calling the meeting. In case of special meetings, or when required by these by-laws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at his address as it appears on the records of the CORPORATION at the time of mailing.

ARTICLE VII
VOTING

Section One: Eligibility - The owner of each lot shall be entitled to one vote for each such lot. When more than one person or entity has a fee simple interest in any lot, all such persons or entities shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such lot.

Section Two: Proxies - Proxies shall be permissible if executed in writing by the absent voter or his duly authorized attorney-in fact. Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. Homeowners may not vote by general proxy, but may vote by limited proxy. Limited proxies and general proxies may be used to establish a quorum. Limited proxies may also be used for votes taken to amend the articles of incorporation or bylaws or for any matter that requires or permits a vote of the homeowners. No proxy shall be valid for more than ninety (90) days after the date of the first meeting for which it was given.

Section Three: By Mail - Voting by mail will only be allowed when 75% of the ASSOCIATION is necessary for passage in a vote. When Mail Voting is used, it must be received by the date of the meeting to be counted in said vote.

ARTICLE VIII
OFFICERS

Section One: Positions - The officers of the CORPORATION shall be a president, a vice president, a secretary, and a treasurer.

Section Two: Election - The officers shall be elected at the annual meeting of the CORPORATION and their term shall run from May 1st of the year elected to the 30th of April of the following year. Officers must be members of the ASSOCIATION.

Section Three: - Vacancies - A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by The Board of Directors for the unexpired portion of the term.

Section Four: President - The President shall be the principal executive officer of the CORPORATION and shall in general, supervise and control all of the business and affairs of the CORPORATION. He shall preside at all meetings of the members and of the Board of Directors and shall execute any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by The Board of Directors or by statute to some other officer or agent of the CORPORATION; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by The Board of Directors from time to time.

Section Five: Vice President - In the absence of the President, or in the event of his inability or refusal to act, the Vice President 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. The Vice President shall perform such other duties as, from time to time, may be assigned to him by the President or by the Board of Directors.

Section Six: Treasurer - If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine and the Treasurer will be reimbursed for the cost of said bond. He shall have charge and custody of and be responsible for all funds and securities of the CORPORATION; receive and give receipts for monies due and payable to the CORPORATION from any source whatsoever, and deposit all such monies in the name of the CORPORATION in such banks, trust companies or other Articles of Incorporation; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors. All checks for amounts more than \$500.00 will be cosigned by the Treasurer and President.

Section Seven: Secretary - The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or Articles of Incorporation or as required by law; be custodian of the corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the CORPORATION under its Seal is duly authorized in accordance with the provisions of Article of Incorporation; keep a register of the post office address of each member which shall be furnished to the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE IX
BOARD OF DIRECTORS

Section One: The business affairs of this CORPORATION shall be managed by the Board of Directors. The Board of Directors shall be comprised of the four officers and seven additional board members. The number of directors may be increased from time to time, but shall never be less than seven.

Section Two: The Directors need not be members of the CORPORATION.

Section Three: The seven non-officer board members shall be elected at the annual meeting of the ASSOCIATION and shall serve for two year terms on a staggered basis. In April, 1988, one set (4) of board members shall be elected to a two year term. Thereafter, one set of directors shall be elected each year for two year terms on an alternating basis. Terms of office for board members shall run from May 1 of the year elected to April 30th of the year the term expires.

Section Four: At the end of the current President's term, he automatically becomes a member of the Board of Directors for a one year term.

Section Five: The Board of Directors shall meet at least once per month. These meetings will be arranged by the President and be open to all members. At Board meetings, the President may use Robert's Rule of Order.

Section Six: The Board of Directors shall have the right to pay taxes and other charges, if any, on or against property owned or accepted by the ASSOCIATION; maintain and repair private streets and roads, bridle paths, preservation areas, recreation areas and facilities, lakes, waterways and drainage facilities and other usable open spaces for which the obligation to maintain and repair has been delegated and accepted; charge recipients for services rendered by the and the user for the use of property; hold funds solely and exclusively for the benefit of the members for purposes set in the Articles of Incorporation; and set meetings, agendas, suggest changes or improvements for the The Board of Directors also have the right to pay normal operating expenses such as printing, postage, insurance fees, etc. For costs beyond limits stated in these Bylaws approval by a majority of members present in person or by proxy at a members' meeting is required prior to the expenditure.

Section Six A: The President or Vice President shall have the authority to spend up to \$100.00 in any (1) one month without prior Board approval. Any such actions shall be reported to the entire Board at the next scheduled Board meeting for review.

Section Six B: Additional total expenses above those already approved by the general membership in a specific project budget shall not exceed 15% or \$1,000.00, whichever is less, without further notification and approval by the general membership.

Section Six C: The Board of Directors shall solicit at least three sealed competitive bids on any proposed expenses exceeding \$500.00 in cost. Each bid shall specify the total cost in writing of the item in question and will be opened at a regular board meeting.

Section Seven: The ASSOCIATION shall carry adequate insurance to protect all officers and directors as stated in Article XII of the Articles of Incorporation.

Section Eight: Removal of Board Members - Any officer or Board member may be removed from office by vote of the Board of Directors after three unexcused absences from regularly scheduled board meetings or general meetings. Excused absences shall be granted by the President at his direction providing the member wishing to miss a meeting notifies the President in advance with a valid explanation for their absence.

Section Nine: Quorum for Board Meeting - A meeting of the Board shall consist of at least one-half of the entire number of elected board members.

Section Ten: Emergency Board Meetings - An emergency meeting of the Board of Directors may be called by the President to conduct such pressing unexpected business as might occur between regularly scheduled monthly board meetings. Such emergency meetings shall be scheduled in such a manner to allow for adequate notification of all board members if at all possible.

Section Eleven: The conducting of board business by use of a telephone poll of the board members for their votes shall not be allowed.

Section Twelve: Notice of all Board of Directors' meetings shall be posted in a conspicuous place on the CORPORATION property at least 48 hours in advance of the meeting, except in an emergency. Notice of any meeting in which an assessment against lots are to be established shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessment.

Section Thirteen: Meetings of the Board of Directors shall be open to all lot owners in VENICE ACRES UNIT 1 and UNIT 2.

ARTICLE X COMMITTEES

Section One: Architecture Review Committee - This committee shall consist of three members appointed by the President with at least one member being from the Board of Directors. Committee duties are to review all building plans of owners wishing to build in Venice Acres for compliance with the written deed restrictions of the ASSOCIATION. The committee shall also assist lot owners and the ASSOCIATION in interpreting the deed restrictions as they apply to individual cases. Approval by two of the three committee members shall be required for each set of plans submitted. Any plans or other times not in compliance with the deed restrictions and disapproved by the committee shall be referred to the Board of Directors for further action as necessary.

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Section Two: Grievance Committee - The Board of Directors shall function as the Grievance Committee with the duties to interpret and enforce the deed restrictions of the ASSOCIATION. There must be a majority of the entire committee for an individual lot owner to be considered in violation of said deed restriction.

Section Three: Grievance Procedure - The following steps will be followed in dealing with a Deed Restriction Violation. First, the individual will receive written notice of the Grievance Committee's decision with two weeks to comply or reply. Second, if there is no correspondence from low owner, a registered letter stating violation and consequences will be mailed with one week to replay or comply. Third, the matter is then turned over to our attorney for possible legal action. If any member of the Committee is either the violator or compliant, he will be excused from the decision making on that complaints. Any member of the ASSOCIATION citing a complaint must do so in writing stating the nature of the complaint, its duration, whether any attempt has been made by complaining party to communicate with alleged violator, and alleged violator's response. The complaint must be signed by member registering the complaint and kept confidential.

Section Four: Special Committees - Such other committees shall be appointed by the President or Board of Directors from time to time when deemed necessary to carry on the work of the CORPORATION. The President shall be "Ex Officio" a member of all committees.

ARTICLE XI
PARLIMENTARY PROCEDURE

Robert's Rules of Order will be followed. A Corporate Parliamentarian will be the Arbiter of Procedure and appointed by the Board of Directors.

ARTICLE XII
CORPORATE SEAL

There will be a corporate seal. All corporate documents excluding routine correspondence will be stamped with the corporate seal.

ARTICLE XIII
CORPORATE BOOK

There will be a corporate book. It will be kept by the acting secretary.

ARTICLE XIV
AMENDMENTS

These By-Laws of the CORPORATION may be amended at a special meeting of the membership called for that purpose by a two-thirds (2/3) vote of those present in person or by proxy. These by-laws of the CORPORATION may be amended at a meeting of the membership called for that purpose by a two-thirds (2/3) vote of those present in person or by proxy.

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CLERK OF DISTRICT COURT
SARASOTA COUNTY, FL