

Exhibit "A"

\*\* OFFICIAL RECORDS \*\*  
BOOK 2694 PAGE 1165

A PARCEL OF LAND LYING AND BEING IN SECTION 23, TOWNSHIP 19 SOUTH, RANGE 19 EAST, SARASOTA COUNTY, FLORIDA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF SAID SECTION 23; THENCE S.89°23'06"E., (ON AN ASSUMED BEARING) ALONG THE SOUTHERLY LINE OF SAID SECTION 23 A DISTANCE OF 947.05 FEET TO THE POINT OF BEGINNING; THENCE N.34°06'37"E., ALONG THE SOUTHEASTERLY LINE OF THE ALLIGATOR CREEK CONSERVATION AREA AS DESCRIBED IN OFFICIAL RECORDS BOOK 2390 AT PAGE 321 OF THE PUBLIC RECORDS OF SARASOTA COUNTY, FLORIDA A DISTANCE OF 1265.08 FEET TO THE INTERSECTION WITH THE SOUTHWESTERLY RIGHT OF WAY LINE OF VENICE EAST BOULEVARD (140' RIGHT OF WAY); THENCE S.34°28'59"E., ALONG THE SAID RIGHT OF WAY LINE A DISTANCE OF 380.00 FEET TO THE POINT OF CURVATURE OF A CURVE TO THE RIGHT, HAVING: A RADIUS OF 1630.00 FEET, A CENTRAL ANGLE OF 22°34'53", A CHORD BEARING OF S.23°11'32"E. AND A CHORD LENGTH OF 638.26 FEET; THENCE ALONG THE ARC OF SAID CURVE, AN ARC LENGTH OF 642.41 FEET TO THE END OF SAID CURVE AND TO THE NORTHEAST CORNER OF THE VENICE GARDENS UTILITY VENICE EAST SEWERAGE TREATMENT PLANT SITE; THENCE S.78°05'54"W., ALONG THE NORTHERLY BOUNDARY LINE OF THE VENICE GARDENS UTILITY VENICE EAST SEWERAGE TREATMENT PLANT SITE A DISTANCE OF 338.91 FEET TO THE POINT OF CURVATURE OF A CURVE TO THE RIGHT, HAVING: A RADIUS OF 3647.39 FEET, A CENTRAL ANGLE OF 12°31'01", A CHORD BEARING OF S.84°21'24"W. AND A CHORD LENGTH OF 795.23 FEET; THENCE ALONG THE ARC OF SAID CURVE, AN ARC LENGTH OF 796.82 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE N.89°23'03"W., A DISTANCE OF 52.94 FEET TO THE POINT OF BEGINNING.

TO BE PLATTED AND KNOWN AS GRASSY OAKS.

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

RECORDED IN OFFICIAL  
RECORDS  
94 DEC 14 PM 4:31  
CLERK OF DISTRICT COURT  
SARASOTA COUNTY, FL.

This Instrument Prepared By:  
Edwin M. Boyer, Esq.  
Boyer & Ferrell, P.A.  
1800 Second St., Suite 765  
Sarasota, Florida 34236

SURRENDER AND ASSIGNMENT OF DEVELOPER RIGHTS  
FROM J & J HOMES, INC., DEVELOPER OF  
GRASSY OAKS SUBDIVISION, TO  
GRASSY OAKS RESIDENTS ASSOCIATION, INC.

WHEREAS, J & J HOMES, INC., is the successor Developer of real property in Sarasota County, Florida and described in the Declaration of Covenants and Restrictions for Grassy Oaks, recorded in O.R. Book 2694 at Pages 1130 through 1165, inclusive of the Public Records of Sarasota County, Florida, and Supplements and Amendments thereto, by assignment from the original Declarant, TAYLOR WOODROW COMMUNITIES, a Florida General Partnership, and

WHEREAS, pursuant to the provisions of the Declaration the Developer caused to be incorporated under the laws of the State of Florida a corporation not for profit named Grassy Oaks Residents Association, Inc. for the purposes stated therein, and

WHEREAS, pursuant to the Declaration, Articles of Incorporation and Bylaws of the Association, the Developer reserved the right to control all the affairs and operations of the Association until it elects to surrender control, and

WHEREAS, Developer wishes to surrender control of the Association to the homeowners and assign his rights to manage the affairs of the Association and elect the Board of Directors, and to assign all of his rights, title, interest, duties and obligations under the Declaration to the Association.

NOW THEREFORE, pursuant to the rights contained in the Declaration of Covenants and Restrictions for Grassy Oaks and the

Articles of Incorporation and the Bylaws of Grassy Oaks Residents Association, Inc., J & J HOMES, INC., hereby:

1. Assigns and surrenders to the homeowners and the Board of Directors of Grassy Oaks Residents Association, Inc., effective 5:00 p.m., November 30, 1996, all of its rights and authority to manage the affairs of the Association and the exclusive right to elect a majority of the Board of Directors.

2. Assigns and delegates to the Association all of his rights, title, interest, duties and obligations by and contained in the Declaration of Covenants and Restrictions for Grassy Oaks.

IN WITNESS WHEREOF, this Surrender and Assignment of Developer Rights is executed this 26th day of NOVEMBER, 1996.

WITNESSES:

J & J HOMES, INC.,

By: Jacques Cloutier, President

James White  
Margaret A. Hann  
STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JACQUES CLOUTIER, as President of J & J HOMES, INC., known to me to be the person described in and who executed the foregoing instrument, acknowledged before me that he executed the same, and an oath was not taken. (Check One): ☒ Said person is personally known to me ☐ Said person provided the following type of identification \_\_\_\_\_

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of NOVEMBER, 1996.



Georgia M. White  
MY COMMISSION # CC568117 EXPIRES  
July 4, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

James White  
Notary Public (Signature)

Printed Notary Name  
My Commission Expires: 7-4-2000  
My Commission No: CC568117

ACCEPTANCE

The undersigned acknowledges acceptance of this Surrender and Assignment of Developer Rights dated November 26, 1996, between J & J HOMES, INC., and GRASSY OAKS RESIDENTS ASSOCIATION, INC., upon the terms contained therein.

Witnesses as to all parties:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
LK Lois Koch  
RF Robert Force

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Dilmour C. Barton, A. Harvey Stolnitz, Arthur Ostrowski,

Lois Koch, and Robert Force,

to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same. (Check One): ☒ Said persons are personally known to me  
☐ Said persons provided the following type of identification \_\_\_\_\_

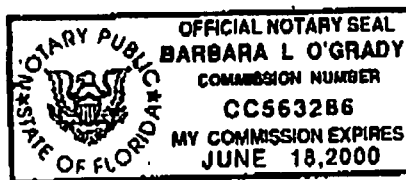
WITNESS my hand and official seal in the County and State last aforesaid this 30th day of November, 1996.

Barbara L O'Grady  
Notary Public (signature)

Printed Notary Name

My Commission Expires: \_\_\_\_\_

My Commission No: \_\_\_\_\_



RESIGNATION

The undersigned, JACQUES CLOUTIER, hereby resigns as President of GRASSY OAKS RESIDENTS ASSOCIATION, INC., and relinquishes all rights to further serve as an officer of the corporation.

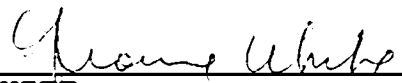
Dated this 21 day of OCTOBER, 1996.

  
\_\_\_\_\_  
JACQUES CLOUTIER

RESIGNATION

The undersigned, GIANNA WHITE, hereby resigns as Vice President and Secretary of GRASSY OAKS RESIDENTS ASSOCIATION, INC., and relinquishes all rights to further serve as an officer of the corporation.

Dated this 21 day of OCTOBER, 1996.

  
GIANNA WHITE

RESIGNATION

The undersigned, ANITA DAILEY, hereby resigns as Treasurer of GRASSY OAKS RESIDENTS ASSOCIATION, INC., and relinquishes all rights to further serve as an officer of the corporation.

Dated this 22 day of October, 1996.

Anita Dailey  
ANITA DAILEY

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of GRASSY OAKS RESIDENTS ASSOCIATION, INC., a Florida corporation, filed on October 27, 1994, as shown by the records of this office.

The document number of this corporation is N94000005327.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-seventh day of October, 1994



CR2EO22 (2-91)

Jim Smith  
Secretary of State



## ARTICLES OF INCORPORATION

OF

GRASSY OAKS RESIDENTS ASSOCIATION, INC.,  
a Florida Corporation Not-For-ProfitFILED  
1934 OCT 27 AM 10:50  
SERIAL  
TALLAHASSEE, FLORIDA

J & J HOMES, INC. ("Declarant") intends to become the owner of certain property in Sarasota County, Florida (the "Subject Property"), and a Declaration of Covenants and Restrictions for Grassy Oaks (the "Declaration"), which will affect the Subject Property, is expected to have been recorded or to be recorded prior to his acquisition of the property. This Association is being formed as the Association to administer the Declaration and to perform the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Sarasota County, Florida, with these Articles of Incorporation attached as an Exhibit. All of the definitions contained in the Declaration shall apply to these Articles and to the Bylaws of the Association.

ARTICLE I

## NAME AND ADDRESS OF CORPORATION

The name of this corporation shall be:

GRASSY OAKS RESIDENTS ASSOCIATION, INC., hereinafter in these Articles referred to as the "Association."

The address of the principal office of the corporation is 1901 S. Tamiami Trail, Venice, Florida 34293, and the corporation's mailing address is the same.

The Association is not a Condominium Association under Chapter 718, Florida Statutes.

ARTICLE II

## PURPOSES

The general nature, objects and purposes of the Association are:

A. To promote the health, safety and social

STEVEN W. MACRIS  
ATTORNEY AT LAW  
1901 S. TAMIAAMI TRAIL  
VENICE, FLORIDA 34293

welfare of the owners of all Lots located within Grassy Oaks that are or hereafter may be subject to the terms of the "Declaration of Covenants and Restrictions for Grassy Oaks" (referred to herein as the "Declaration") to be recorded in the Public Records of Sarasota County, Florida.

B. To operate, manage, maintain and control the usage of all land and improvements intended for the common usage of all Lot owners in Grassy Oaks including, without limitation, the common entranceway and signs, the landscape buffer and such private roads, sidewalks, pedestrian, bicycle and other pathways, lakes, ponds, water detention areas, wells and equipment, irrigation lines and other components of the irrigation system, landscaping, conservation areas, easement areas, and other similar common areas (and the improvements thereon) as may be set aside by the Declarant of Grassy Oaks and transferred or assigned from time to time to the Association for the common use or benefits of the Lot owners in Grassy Oaks, and/or for the purpose of operation and maintenance by the Association.

C. To furnish or otherwise provide for private security, fire protection, street lighting, and such other services as may be deemed necessary or desirable by the Board of Directors of the Association and to acquire such capital improvements and equipment as may be related thereto.

D. To provide, purchase, acquire, replace, improve, maintain and repair such improvements to the neighborhood common areas, including, without limitation, the common entranceway, signs, structures, streets, sidewalks, street lights, wells and equipment, irrigation lines and other components of the irrigation system, landscaping, equipment, furniture and furnishings, both real and personal, as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable for the promotion of the health, safety, and social welfare of the members of the Association.

E. To carry out all of the duties and obligations assigned to it as a neighborhood property owners association under the terms of the Declaration for Lots in Grassy Oaks.

F. To operate without profit and for the sole and exclusive benefit of its members.

### ARTICLE III

#### GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property or easements related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any and all other acts necessary or expedient for carrying on any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To establish a budget and to fix assessments to be levied against all Lots which are subject to assessment pursuant to the aforesaid Declaration for the purposes of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements.

C. To place liens against any Lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

E. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

G. To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.

H. To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.

I. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms

and provisions of the aforesaid Declaration.

J. In general, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

K. To employ personnel; to retain independent contractors and professional personnel; and to enter into service contracts to provide for the maintenance, operation and management of Association property, including drainage and sewer and water systems; and to enter into any other agreement consistent with the purposes of the Association, including but not limited to agreements for professional management and to delegate to such professional management certain powers and duties of the Association.

#### ARTICLE IV

##### MEMBERS

The members of this Association shall consist of all owners of Lots that are made subject to the provisions of said Declaration. Owners of such Lots shall automatically become members upon acquisition of the fee simple title to their respective Lots.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's Lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more Lots so long as such member owns at least one Lot.

The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Lot which is the basis of his membership in the Association.

The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his name, address and Lot number; provided, however, that any notice given to or vote accepted from the prior owner of such Lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records of Sarasota County or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him and shall be entitled to rely upon the Association's records until notified in writing of any change

in ownership.

## ARTICLE V

### VOTING

Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one vote for each Lot in which he holds a fee simple ownership. When more than one person holds such interest in any one Lot, all such persons shall be members and the vote attributable to such Lot may be cast by any of such joint owners. In the event more than one of the joint owners attempts to cast the vote to which their Lot is entitled, said vote shall be apportioned equally among such of the joint owners as cast the vote. Except where otherwise required by law or by the provisions of said Declaration, or these Articles, the affirmative vote of a majority of members represented at any meeting of the members duly called and at which a quorum is present shall be binding upon the members.

## ARTICLE VI

### BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting initially of three (3) Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three (3) or more than nine (9) Directors. Except for Directors appointed by Declarant, the Directors must be members of the Association (or in the case of a Lot owned by an entity, the person designated on behalf of such entity), but need not be residents of the State of Florida.

B. All Directors shall be appointed by and shall serve at the pleasure of J & J HOMES, INC., a Florida corporation (hereinafter referred to as "Declarant"), its successors or assigns, until the annual meeting of members in the year 1997, or such earlier date as Declarant shall determine in its sole discretion. Commencing with said annual meeting and continuing thereafter until the Declarant shall turn over the right to appoint a majority of the Board of Directors to the owners of Lots within the subdivision, the Declarant shall have the right to appoint a majority of the Board of Directors. After the Declarant has turned over control of the Association to the Lot owners, all Directors shall be elected by the members. Declarant agrees that it will turn over control of the Association at the first annual

meeting of members following the year in which members other than the Declarant for the first time own fifty-one percent (51%) of the Lots that will ultimately be subject to said Declaration, or at such meeting prior thereto as Declarant elects in its sole discretion, if Declarant voluntarily turns over control of the Board of Directors prior to such date.

C. All Directors who are not subject to appointment by Declarant shall be elected by the members. Elections shall be by plurality vote.

D. All Directors, whether appointed or elected, shall serve for terms of one (1) year or until their successors are elected and qualify in accordance with the provisions of the Bylaws. Any elected Director may be removed from office with or without cause by majority vote of the members, but not otherwise. Any appointed Director may be removed and replaced with or without cause by Declarant, in Declarant's sole discretion.

E. The names and addresses of the persons constituting the first Board of Directors who shall hold office until the first annual meeting of members to be held in the year 1997 and until their successors are elected or appointed and have qualified, are as follows:

JACQUES CLOUTIER  
1901 S. Tamiami Trail  
Venice, FL 34293

GIANNA WHITE  
1901 S. Tamiami Trail  
Venice, FL 34293

ANITA DAILEY  
1901 S. Tamiami Trail  
Venice, FL 34293

## ARTICLE VII

### OFFICERS

A. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the

direction of the Board of Directors. Officers shall be elected for a term of one (1) year or until their successors are elected and qualify in accordance with the procedure set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors to be held in the year 1997 and until their successors are duly elected and qualified, are as follows:

JACQUES CLOUTIER	President
GIANNA WHITE	Vice President and Secretary
ANITA DAILEY	Treasurer

#### ARTICLE VIII

##### CORPORATE EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE IX

##### BYLAWS

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended or rescinded by a majority vote of the Directors in the manner provided by such Bylaws.

#### ARTICLE X

##### AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by unanimous resolution of the Board of Directors or by a two-thirds (2/3) majority of all of the owners of Lots within Grassy Oaks. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by all of the members and the joinder of all institutional lenders holding mortgages upon the Lots. No amendment shall be made that is in conflict with the Declaration. Prior to the closing of the sale of all Lots within the property by the Declarant, no amendment shall make any changes which would in any way affect the

rights, privileges, powers, or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment, including, but not limited to, any right of the Declarant to appoint Directors pursuant to Article VI.

#### ARTICLE XI

##### REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 1901 S. Tamiami Trail, Venice, Florida 34293, and the registered agent at such address shall be Jacques Cloutier. The corporation may, however, maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

#### ARTICLE XII

##### BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by annual assessment of its members in accordance with the provisions of said Declaration, as the same may be supplemented by the provisions of the Association's Articles and Bylaws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all Lots subject to assessment, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget.

#### ARTICLE XIII

##### SUBSCRIBER

The name and street address of the subscriber of these Articles is as follows:

JACQUES CLOUTIER  
1901 S. Tamiami Trail  
Venice, FL 34293



#### ARTICLE XIV

##### INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all officers and Directors for any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

#### ARTICLE XV

##### DISSOLUTION OF THE ASSOCIATION

A. Upon expiration of the term of the aforementioned Declaration, the Association may be dissolved upon resolution to that effect being approved by two-thirds (2/3) of the members of the Board of Directors.

B. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

(2) All remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the Lots subject to assessment in equal shares, and the share of each shall be distributed to the then owners thereof.

#### ARTICLE XIV

##### RESTATEMENT OF ARTICLES

A. All provisions contained within these Articles plus any amendments thereto may at any time be integrated into a single instrument as "Restated Articles" and adopted

by the Board of Directors. Such Restated Articles shall be specifically designated as such and shall state, either in the heading or in the introductory paragraph, the Association's name and, if it has been changed, the name under which it was originally incorporated and the date of filing of the original Articles or any restatements thereof in the Office of the Secretary of State of Florida. Such Restated Articles shall also state that they were duly adopted by the Board of Directors and that such Restated Articles only restate and integrate and do not further amend the provisions of these Articles as theretofore amended, or that any amendment included therein has been adopted pursuant to Article X hereof and that there is no discrepancy between these Articles as theretofore amended and provisions of the Restated Articles other than the inclusion of the properly adopted amendments.

B. Upon the filing of Restated Articles by the Secretary of State of Florida, the original Articles, as theretofore amended, shall be superseded, and thenceforth the Restated Articles shall be these Articles of Incorporation of the Association.

C. Amendments may be made simultaneously with restatement of these Articles if the requirements of Article X are complied with. In such event, the Articles of Incorporation shall be specifically designated as such.

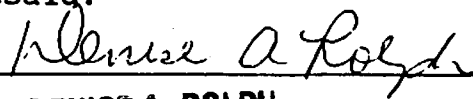
IN WITNESS WHEREOF, the aforesaid subscriber has hereunto set his hand and seal this 26 day of October, 1994.

  
JACQUES CLOUTIER

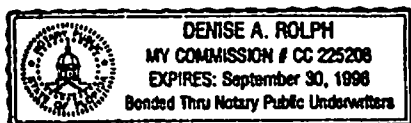
STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 26 day of October, 1994, before me, the undersigned authority, personally appeared JACQUES CLOUTIER, to me known to be the person described as the Incorporator of GRASSY OAKS RESIDENTS ASSOCIATION, INC., and who executed the foregoing Articles of Incorporation, and acknowledged the execution of such instrument for the uses and purposes therein expressed.

WITNESS my hand and official seal at Venice, Sarasota County, Florida on the date aforesaid.

  
DENISE A. ROLPH

(Typed, printed or stamped name  
of Notary Public)



The undersigned hereby accepts the designation of Registered Agent of GRASSY OAKS RESIDENTS ASSOCIATION, INC., as set forth in Article XI.

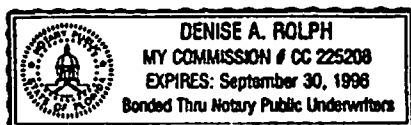
Jacques Cloutier  
JACQUES CLOUTIER

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 26 day of October, 1994, before me, the undersigned authority, personally appeared JACQUES CLOUTIER, to me known to be the person described as the Registered Agent of GRASSY OAKS RESIDENTS ASSOCIATION, INC., and who executed the foregoing Articles of Incorporation, and acknowledged the execution of such instrument for the uses and purposes therein expressed.

WITNESS my hand and official seal at Venice, Sarasota County, Florida on the date aforesaid.

Denise A. Rolph  
DENISE A. ROLPH  
(Typed, printed or stamped name  
of Notary Public)



RECORDED IN OFFICIAL  
RECORDS  
RECORD VERIFIED  
95 JAN 11 AM 11:40  
KAREN E. RUSHING  
CLERK OF CIRCUIT COURT  
SARASOTA COUNTY, FL

# GRASSY OAKS

SITE PLAN AT

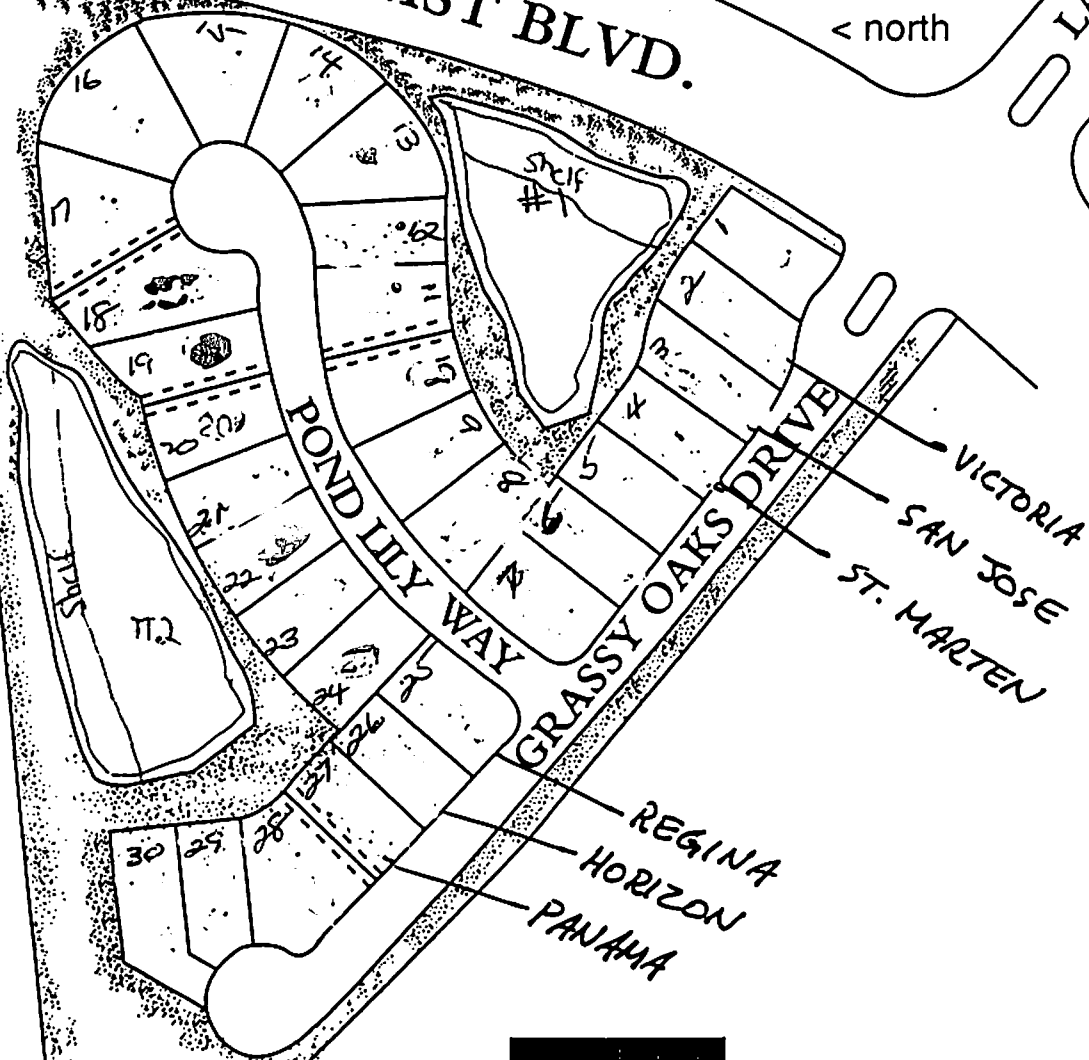


of Jacaranda

VENICE EAST BLVD.

< north

LAKE OF THE WOODS DR.



MICHAEL BJELICA  
DIRECTOR SALES & MARKETING

704 GRASSY OAKS DRIVE  
VENICE, FLORIDA 34293

Office: (813) 492-2077  
Home: (813) 764-7086  
Fax: (813) 492-2160

RETURN  
STEVEN W. MACRIS  
ATTORNEY AT LAW  
600 SOUTH TAMiami TRAIL  
VENICE, FLORIDA 34285

•• OFFICIAL RECORDS ••  
BOOK 2702 PAGE 1368

BYLAWS  
OF  
GRASSY OAKS RESIDENTS ASSOCIATION, INC.

95003174

Grassy Oaks Residents Association, Inc., a corporation not for profit under the laws of the State of Florida, hereinafter referred to as the "Association," does hereby adopt the following as its Bylaws:

ARTICLE I

IDENTITY AND DEFINITIONS

The Association has been organized for the purpose of the operation, improvement and management of certain of the common areas of the development known as Grassy Oaks (referred to herein as "Grassy Oaks"), to enforce the covenants described below, and to promote the health, safety and welfare of the owners of all lots located within Grassy Oaks that are, or hereafter may be, subject to the terms of the Declaration. The terms and provisions of these Bylaws are expressly subject to the Articles of Incorporation of the Association and to the terms, provisions, conditions and authorization set forth in the Declaration of Covenants and Restrictions for Grassy Oaks executed by TAYLOR WOODROW COMMUNITIES, a Florida General Partnership, as Declarant, with its rights and obligations as same having been assigned to J & J HOMES, INC., a Florida Corporation (referred to herein as "Declarant"), which have been or will be recorded in the Public Records of Sarasota County, Florida.

All terms used herein which are defined in the Declaration shall be used herein with the same meanings as defined in the Declaration.

ARTICLE II

LOCATION OF PRINCIPAL OFFICE

The principal office of the Association shall be located at 1901 S. Tamiami Trail, Venice, Florida 34293, or at such other place as may be established by resolution of the Board of Directors of the Association.

### ARTICLE III

#### MEMBERSHIP, VOTING, QUORUM AND PROXIES

A. The qualification of members, the manner of their admission to membership and termination of such membership, and voting by the members, shall be as set forth in Article IV and Article V of the Association's Articles of Incorporation.

B. A quorum at any meeting of the Association's members shall consist of persons entitled to cast votes representing at least one-third ( $1/3$ ) of the total votes of the Association as determined in the manner set forth in Article V of the Association's Articles of Incorporation.

C. Votes may be cast either in person or by proxy. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary at or before the designated time of the meeting.

D. The number of votes to which any member is entitled at any meeting of members shall be determined as of the date fixed by the Board of Directors as the record date for such meeting, provided that such record date shall not be more than sixty (60) days or less than thirty (30) days prior to the date of such meeting. In the event the Board of Directors does not set a record date for any meeting of members, the record date for such meeting shall be the date which is forty-five (45) days prior to the date of such meeting. The determination of the number of votes to which any member is entitled as of the record date shall be final, and no conveyance or acquisition of any lot arising after such record date shall be taken into consideration in determining the number of votes to which such member is entitled at such meeting.

E. Except where otherwise required by the provisions of the Articles of Incorporation, these Bylaws, or the aforesaid Declaration, or where the same may otherwise be required by law, the affirmative vote of the holders of more than one-half ( $1/2$ ) of the total votes of the Association represented at any duly called members' meeting at which a quorum is present shall be necessary for approval of any matter and shall be binding upon all members.

F. The Association shall be entitled to give all notices required to be given to the members of the Association by these Bylaws, the Articles of Incorporation, said Declaration to the person or entity shown by the Association's records to be entitled to receive such notices at the last known address shown by the records of the Association,

until the Association is notified in writing that such notices are to be given to another person or entity or at a different address.

#### ARTICLE IV

##### ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

A. The annual meeting for the purposes of electing Directors and transacting any other business shall be held once a year at a time and place to be determined by the Board of Directors and as is contained in the notice of such meeting. However, so long as Declarant is entitled to appoint a majority of the Directors of the Association, no annual meeting shall be required. The annual meeting shall be held for the purpose of electing Directors and transacting any other business authorized to be transacted by the members.

B. Special meetings of the members of the Association shall be held whenever called by the President or Vice President or by a majority of the Board of Directors. Such meeting must be called by such officers upon receipt of a written request from members of the Association whose votes represent more than one-half (1/2) of the total votes of the Association.

C. Notice to all members' meetings, annual or special, shall be given by the President, Vice President or Secretary or by such other officer of the Association as may be designated by the Board of Directors. Such notice shall be written or printed and shall state the time and place of the meeting and the purpose for which the meeting is called, and shall be given not less than twenty (20) days nor more than thirty (30) days prior to the date set for such meeting. If presented personally, a receipt of such notice shall be signed by the member, indicating the date on which such notice was received by him. If mailed, such notice shall be deemed to be properly given when deposited in the United States mails, postage prepaid, addressed to the member at his post office address as the same appears on the records of the Association. Proof of such mailing shall be given by the affidavit of the person giving the notice and filed in the Association's minute book. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association (whether executed and filed before or after the meeting), shall be deemed equivalent to the giving of such notice to such member.

D. If any members' meeting cannot be organized because a quorum has not attended or because the greater

percentage of the membership required to constitute a quorum for particular purposes has not attended, wherever the latter percentage of attendance may be required as set forth in the Articles of Incorporation, these Bylaws, or said Declaration, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

E. At meetings of the membership, the President or, in his absence, the Vice President, shall preside, or in the absence of both, the Board of Directors shall select a chairman.

## ARTICLE V

### BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

B. Any vacancy occurring on the Board of Directors because of death, resignation, removal or other termination of services of any Director shall be filled by the Board of Directors, except that J & J HOMES, INC., a Florida corporation, its successors or assigns (herein referred to as "Declarant") to the exclusion of other members and the Board itself, shall fill any vacancy created by the death, resignation, removal or other termination of services of any Director appointed by the Declarant. A Director appointed to fill a vacancy, whether by the Board or the Declarant, shall be appointed for the unexpired term of his predecessor in office and shall continue to serve until his successor shall have been elected or appointed and qualified.

## ARTICLE VI

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

A. The Board of Directors shall have power:

1. To call meetings of the members.
2. To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them



such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any member, officer, or Director of the Association in any capacity whatsoever.

3. To establish, levy and assess, and collect the assessments necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.

4. To adopt and publish rules and regulations governing the use of any limited private roads and any neighborhood common areas, or any portion thereof, which the Association is obligated to maintain and, also, governing the personal conduct of the members and their guests thereon, including reasonable admission charges if deemed appropriate.

5. To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.

6. To appoint such committees as the Board of Directors may desire and to grant to such committees such duties and responsibilities as the Board of Directors may deem advisable.

7. To exercise for the Association all powers, duties, and authority vested in or delegated to the Association, except those reserved to the members in said Declaration or in the Articles of Incorporation of the Association.

B. It shall be the duty of the Board of Directors:

1. To cause to be kept a complete record of all its acts and corporate affairs.

2. To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

3. With reference to assessments of the Association:

a. To fix the amount of the assessment against each lot for each fiscal year in accordance with the provisions of said Declaration, the Articles of Incorporation, and these Bylaws; and

b. To prepare a roster of the members and assessments thereto which shall be kept in the office of

the Association and shall be open to inspection by any member; and,

c. To send written notice of each assessment to every member subject thereto.

d. To issue or to cause an appropriate officer to issue, upon demand by any authorized person, a certificate in recordable form setting forth whether any assessment has been paid; and, if not, the amount then due and owing. Such certificates shall be conclusive evidence of payment of any assessment therein stated to have been paid.

e. To make payment of all ad valorem taxes assessed against Association property, real or personal.

f. To pay all expenses incurred by the Association for repairs, maintenance, services, insurance, and other operating expenses.

g. To enforce by appropriate legal means the provisions of said Declaration, the Articles of Incorporation and these Bylaws.

## ARTICLE VII

### MEETINGS OF DIRECTORS

A. An annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members.

B. Regular meetings of the Board of Directors shall be held at such time and place as is provided by appropriate resolution of the Board of Directors.

C. Special meetings of the Board of Directors shall be held when called by an officer of the Association or by any two (2) Directors.

D. Notice of regular or special meetings of the Board shall be given to each Director, personally or by mail, telephone, or telegram, at least three (3) days prior to the day named for such meeting, which notice shall state the time and place of the meeting, which notice shall state the time and place of the meeting and, as to special meetings, the purpose of the meeting, unless such notice is waived.

E. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, and any Board action taken in lieu of a

meeting, shall be as valid as though made at a meeting duly held after regular call and notice, provided that, either before or after the meeting or the effective date of the action taken, each of the Directors not present signs a written waiver of notice and consent to the holding of such meeting, or an approval of the minutes thereof, or a consent to the action taken in lieu of a meeting. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

## ARTICLE VIII

### OFFICERS

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

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

C. A vacancy in any office because of death, resignation, or other termination of service may be filled by the Board of Directors for the unexpired portion of the term.

D. All officers shall hold office at the pleasure of the Board of Directors; except that if an officer is removed by the Board, such removal shall be in accordance with the contract rights, if any, of the officer so removed.

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

F. The Vice President, or the Vice President so designated by the Board of Directors if there is more than one Vice President, shall perform all the duties of the President in his absence. The Vice President(s) shall perform such other acts and duties as may be assigned by the Board of Directors.

G. The Secretary shall be ex officio the Secretary of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. He shall keep the records of the Association. He shall record in a book kept for that purpose the names of all of the members of the Association together with their addresses as registered by such members.

H. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as may be directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer, or his appointed agent, shall keep proper books of account and shall prepare an annual budget, a statement of receipts and disbursements, and a balance sheet, and the same shall be available for inspection upon reasonable request of a member.

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

## ARTICLE IX

### FISCAL MANAGEMENT

The provisions for fiscal management of the Association, as set forth in said Declaration and Articles of Incorporation, shall be supplemented by the following provisions:

A. The fiscal year of the Association shall be the calendar year.

B. The Board of Directors shall adopt a budget for each fiscal year, which shall contain estimates of the cost of performing the functions of the Association, and shall levy an annual assessment based thereon against each lot subject to assessment. The adoption of a budget shall not, however, be construed as restricting the right of the Board of Directors, at any time in their sole discretion, to levy any additional or special assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation, maintenance, and management; in the event of emergencies; or in the event the Association's reserves are insufficient to cover expenditures for capital improvements or replacements.

C. Notices of the annual assessment applicable to each individual lot subject thereto, together with a copy of the budget as adopted by the Board of Directors, shall be

transmitted to each member on or before December 15 of the year prior to the fiscal year for which the budget is made, and such assessment shall be due and payable on or before January 1 of such fiscal year and shall become delinquent after such date. Provided however, failure to forward such notice on or before December 15 shall not waive or affect the liability of each lot owner for payment of assessments and each lot owner shall be obligated to continue paying assessments in the amount set forth in the most recent budget notice forwarded to the lot owner until such times as the new notice is forwarded by the Board.

D. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. The Board may authorize the pledge and assignment of any regular or special assessment and the lien rights of the Association as security for the repayment of such loans.

E. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

F. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such savings and loan associations, banks, trust companies, or other depositories as the Board of Directors may select.

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

## ARTICLE X

### OFFICIAL SEAL

The Association shall have an official seal, which shall be in circular form bearing the name of the Association, the word "Florida," the words "Corporation Not For Profit," and the year of incorporation.

An impression of such official seal is set forth to the right hereof:



ARTICLE XI

BOOKS AND RECORDS

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

ARTICLE XII

AMENDMENTS

These Bylaws may be altered, amended, or repealed by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors provided that the proposed alteration, amendment, or repeal is contained in the notice of such meeting. No amendment affecting Declarant shall be effective without the written consent of Declarant.

The foregoing were adopted as the Bylaws of the Grassy Oaks Residents Association, Inc., a Corporation Not For Profit under the laws of the State of Florida, on the 27 day of October, 1994.

  
JACQUES CLOUTIER, President

  
GIANNA WHITE, Secretary

PREPARED BY:

STEVEN W. MACRIS  
Attorney at Law  
609 S. Tamiami Trail  
Venice, FL 34285  
(813) 484-1118

RECORDED IN OFFICIAL  
RECORDS  
RECORD VERIFIED  
95 JAN 11 AM 11:40  
KAREN E. BUSHING  
CLERK OF CIRCUIT COURT  
SARASOTA COUNTY, FL

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

RECORDED IN OFFICIAL RECORDS  
INSTRUMENT # 2014076209 2 PG(S)  
June 27, 2014 01:36:00 PM  
KAREN E. RUSHING  
CLERK OF THE CIRCUIT COURT  
SARASOTA COUNTY, FL



CERTIFICATE OF AMENDMENT  
TO THE  
DECLARATION OF COVENANTS AND RESTRICTIONS  
FOR  
GRASSY OAKS

GRASSY OAKS RESIDENTS ASSOCIATION, INC., its address being c/o Antares Group, Inc., 4195 S. Tamiami Trail, PMB #173, Venice, Florida 34293, Sarasota County, by the hands of the undersigned hereby certify that:

The Declaration of Covenants and Restrictions is recorded in Official Records Book 2694, Page 1130, et seq., of the Public Records of Sarasota County, Florida, and as amended. The following amendment to the Declaration of Covenants and Restrictions was submitted to the entire membership of the Association at its meeting called and held on the 18<sup>th</sup> day of June, 2014, and approved by an affirmative vote of not less than two-thirds (2/3rds) of the total membership of the Association, as required by the Declaration of Covenants and Restrictions.

**Article 5, Use Restrictions, Paragraph (d), Leases, is hereby amended to read as follows:**

d. Leases. All leases of a Unit must be in writing and specifically be subject to this Declaration, the Articles and the Bylaws, and copies of any leases shall be delivered to the Approving Party upon request. No transferee of a Unit acquired after July 1, 2014 is permitted to lease the Unit until the Owner has held record title to the Lot for at least twenty four (24) consecutive months. The following circumstances constitute exceptions to the twenty four (24) consecutive month leasing moratorium:

(1) Unit Owners, who purchased their Lot prior to July 1, 2014,  
and

(2) Heirs who acquire a Lot through inheritance are exempt from this twenty four (24) consecutive month moratorium on leasing restriction.

IN WITNESS WHEREOF, said Association has caused this Certificate to be signed in its name by its President, this 27<sup>th</sup> day of June, 2014.



ATTEST:

GRASSY OAKS RESIDENTS  
ASSOCIATION, INC.

By: *Arlene Stolnitz*  
Arlene Stolnitz, Secretary

By: *James Fahey*  
James Fahey, President

WITNESSES:

*Cynthia C. Krumenaker*  
Printed Name: CYNTHIA C. KRUMENAKER

*Maryann Fahey*  
Printed Name: MARYANN FAHEY

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 JAMES FAHEY, as President and ARLENE STOLNITZ, Secretary of GRASSY OAKS RESIDENTS 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 Declaration of Covenants and Restrictions 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 Declaration of Covenants and Restrictions 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 Sarasota County, Florida this 27<sup>th</sup> day of June, 2014.

*Cynthia C. Krumenaker*  
Printed Name of Notary:  
CYNTHIA C. KRUMENAKER  
Notary Public Commission # \_\_\_\_\_

My Commission Expires:





