

THIS DOCUMENT PREPARED BY
AND RETURN TO:
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ARIAS BOSINGER, PLLC
845 E. New Haven Ave.
Melbourne, FL 32901

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**CERTIFICATE OF ADOPTION OF SEVENTH AMENDED AND RESTATED
BY-LAWS OF SUNTREE MASTER HOMEOWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, as President and Secretary of the SUNTREE MASTER HOMEOWNERS ASSOCIATION, INC. (hereinafter "Association"), pursuant to the Florida Statutes and the SIXTH AMENDED AND RESTATED BY-LAWS OF SUNTREE MASTER HOMEOWNERS ASSOCIATION, INC., recorded in Official Records Book 8775, Page 2861, *et seq.*, of the Public Records of Brevard County, Florida, as amended and supplemented (hereinafter "Sixth Amended By-Laws"), hereby certify that the SEVENTH AMENDED AND RESTATED BY-LAWS OF SUNTREE MASTER HOMEOWNERS ASSOCIATION, INC., which document is attached hereto and by reference made a part hereof (hereinafter "Seventh Amended By-Laws"), were duly adopted at a meeting of the members on the 22nd day of March, 2023 (hereinafter the "Meeting").

Said Seventh Amended By-Laws were approved in accordance with the requirements of Article XII, Section 1 of the Sixth Amended By-Laws, as amended, by the affirmative vote of a majority of Members who were voting in person or by proxy at the Meeting of the Members at which a quorum was attained. Proper notice was given for the Meeting pursuant to the Sixth Amended By-Laws of the Association and the Florida Statutes. The Notice of the Meeting stated the purpose, time, date and location of the Meeting.

The Association is a homeowners association created pursuant to the laws of the State of Florida, and does hereby declare that the Sixth Amended By-Laws are merged into and are superseded and completely replaced by the Seventh Amended By-Laws attached hereto.

IN WITNESS HEREOF, the Association has caused these presents to be executed in its name, this 24th day of April, 2023.

Signed, sealed and delivered
in the presence of:

SUNTREE MASTER HOMEOWNERS
ASSOCIATION, INC.

[Signature]
(Sign - Witness 1)
Michael R. Beasy
(Print - Witness 1)

By: [Signature]
(Sign)
Michael Zocchi
(Print)

[Signature]
(Sign - Witness 2)
Olivia Hayes
(Print - Witness 2)

President, Suntree Master Homeowners
Association, Inc.

[Signature]
(Sign - Witness 1)
Olivia Hayes
(Print - Witness 1)

Attest: [Signature]
(Sign)
RONALD M. FARGNOLI
(Print)

[Signature]
(Sign - Witness 2)
Theresa Obner
(Print - Witness 2)

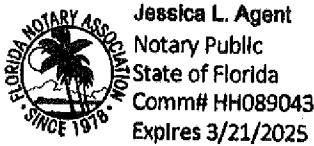
Secretary, Suntree Master Homeowners
Association, Inc.

STATE OF FLORIDA
COUNTY OF Brevard

The foregoing was acknowledged before me, by means of physical presence or online
notarization, this 24th day of April, 2023, by Michael Zocchi,
as President, and Ronald Fagnoli, as Secretary, of SUNTREE MASTER
HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the
corporation, who are personally known to me or who have produced
as identification.

NOTARY PUBLIC

[Signature] (Sign)
Jessica L Agent (Print)



State of Florida, At Large
My Commission Expires: 03/21/2025

SEVENTH AMENDED AND RESTATED BY-LAWS OF SUNTREE MASTER
HOMEOWNERS ASSOCIATION, INC.

These are the Seventh Amended and Restated By-Laws (“By-Laws”) of Suntree Master Homeowners Association, Inc., a not-for-profit corporation organized under the laws of Florida for the purpose of operating the Suntree community pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, and the Homeowners’ Association Act, Chapter 720, Florida Statutes (“Act”).

ARTICLE I
NAME AND LOCATION

The name of the corporation is SUNTREE MASTER HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the “Association.” The principal office of the corporation shall be located at 7550 Spyglass Hill Road, Melbourne, Florida, 32940, but meetings of members and directors may be held at such places within the State of Florida, County of Brevard, as may be designated by the Board of Directors (“Board”).

ARTICLE II
DEFINITIONS

Section 1. All terms defined in the Amended and Restated Declaration of Covenants, Conditions and Restrictions of Suntree, as amended from time to time (“Declaration”) and the Act shall have the same meaning when used in these By-Laws.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. Meetings. The annual meeting shall be held in the month of March of each year for the purpose of electing directors and transacting any business duly authorized to be transacted by the Members, on a day, time, and at a place designated by the Board. If the annual meeting cannot be held in the month of March, the Board shall designate the month, date, time, and location of the annual meeting. Special meetings of all Association Members may be called at any time by a majority of the Board or upon written request of the Members who are entitled to vote ten percent (10%) of all of the votes of the membership. The business at any special meeting shall be limited to the items specified in the notice of the meeting.

Section 2. Notice of Meetings. Written notice of all meetings of the Members shall be given by the Secretary or other person authorized to call the meeting to each Member at least thirty (30) days before such meeting. The notice of the meeting must be mailed to each Member at the address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice, or by personal delivery or electronic transmission, as provided by law. Such notice shall specify the place, day and hour of the meeting, and for special meetings, the purpose of the meeting. An affidavit of the Secretary or other authorized person making such mailing or delivery shall be retained in the Association’s records as proof of mailing. The Association shall only be obligated to mail or deliver notice to one location, no matter how

many persons own a Lot and no matter how many other residences such Owner may have. Attendance at any meeting by a Member constitutes waiver of notice by that Member unless the Member objects to the lack of notice at the beginning of the meeting and attends solely to object to notice. A Member may waive notice of any meeting at any time, but only by written waiver or attendance. Members are obligated to notify the Secretary of the Association, or other authorized person, of any change in the ownership of their Unit or of any change of mailing address.

Section 3. Quorum. No quorum shall be required for the election of the Board provided votes are cast by 10% of the Members. The presence (in person, or by proxy or by written ballot) of Members entitled to cast one-tenth of the votes shall constitute a quorum for any other action, except any action requiring the consent of a greater number of Members as provided in the Articles of Incorporation, the Declaration, or the By-Laws.

If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time subject to the same notice requirement until a quorum as aforesaid shall be presented or represented. This provision shall continue until a quorum is present.

Those Members whose voting rights are suspended pursuant to the terms of the Declaration and/or Florida Law shall be subtracted from the required number of votes in any calculation for purposes of determining whether a quorum is present during the period of suspension. Such voting interests shall likewise be subtracted from the required number of votes when calculating any required vote as set forth in the Declaration, the Articles By-Laws, or the Act. After a quorum has been established at a Members' meeting, the subsequent withdrawal of any Members, so as to reduce the number of voting interests represented below the number required for a quorum, shall not affect the validity of any action taken at the meeting before or after such persons leave.

Section 4. Proxies. Each Member may vote at any meeting in person or by proxy, except that the members of the Board shall be elected by ballot cast by mail, in person or electronically, in the manner set forth in these By-Laws. Each proxy shall be revocable and shall automatically expire upon conveyance by the Member of his Unit or ninety (90) days after the date of the meeting for which it was originally given. Proxies may be submitted by electronic means, including by interactive website or facsimile, provided that said proxies meet all other requirements of law for valid proxies, including a valid signature. Members may retroactively cure any alleged defect in a proxy by signing a statement ratifying the Member's intent to cast a proxy vote. The use of proxies is to be liberally construed.

Section 5. Adjourned Meetings. Any duly called meeting of the Members may be adjourned to be reconvened at a specific later time by vote of the majority of the voting interests present and voting in person or by proxy, regardless of whether a quorum has been attained. When a meeting is adjourned, it shall not be necessary to give notice to all Members of the time and place of its continuance, as long as the date, time and location is announced at the adjourned meeting. Any business which might have been conducted at the meeting as originally scheduled may instead be conducted at the continuance, provided a quorum is then present, in person or by proxy.

Section 6. Order of Business. The order of business at annual Members' meetings and, as far as applicable at all other Members' meetings, shall be:

- (a) Call to order by the President;
- (b) At the discretion of the President, appointment by the President of a chairman of the meeting (who need to be a Member or a director);
- (c) Call of the roll or determination of quorum;
- (d) Proof of Notice;
- (e) Appointment by the President (or chairman) of inspectors of election;
- (f) Election of directors;
- (g) Reading or disposal of minutes of the last Member's meeting;
- (h) Reports of officers;
- (i) Reports of committees;
- (j) Unfinished business;
- (k) New business designated on agenda;
- (l) Adjournment.

The President shall preside over all membership meetings. In his absence, a Vice President shall preside, or in the absence of both, the membership shall select a chairman (who need not be a Member or a director); provided that the Board may designate agents of the Association (including but not limited to Association legal counsel or the Association's manager) as chairman.

Section 7. Minutes. Minutes of all meetings of Members shall be kept in a businesslike manner and available for inspection by Members or their authorized representatives and Board members at reasonable times and for a period of seven (7) years after the meeting. Minutes must be maintained in written form or in another form that can be converted into written form within a reasonable time.

Section 8. Parliamentary Rules. Meetings shall be conducted in accordance with these By-Laws and the procedures established by the Board from time to time, including the form of voting documents to be used. The ruling of the Chair of the meetings, unless he or the Board designates a third person as Parliamentarian, shall be binding on all matters of procedure, unless contrary to law.

Section 9. Action Without a Meeting. Notwithstanding anything herein to the contrary, to the extent lawful, any action required to be taken at any annual or special meeting of Members, or any action which may be taken at any annual or special meeting of such Members, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing setting forth the action so taken shall be signed by the requisite number of voting interests to approve the action.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The number and selection of the Board shall be in accordance with the provisions of Article VII of the Articles of Incorporation and these By-Laws.

Section 2. Removal and Resignation. Any director may be removed from the Board, with or without cause, by the vote or agreement in writing by a majority of all votes of the Membership of the Association. The notice of a meeting of the Members to recall a member or members of the Board shall state the specific directors sought to be removed. If removal is effected at a meeting, any vacancies created thereby shall be filled by the Members at the same meeting.

A director who (i) shall be absent from three (3) consecutive regular meetings of the Board, (ii) ceases to be a Member of the Association or an eligible entity representative, (iii) who is more than ninety (90) days delinquent in the payment of any financial obligation to the Association, or (iv) who is convicted of a felony in any state, shall become ineligible for Board service on the date of such disqualification, delinquency or conviction, and his seat shall be deemed vacated as of that date. Any director may resign his office at any time, in writing (including e-mail) addressed to any other director, the Association's manager or management company, Association's legal counsel, or the Association's registered agent, and such resignation shall take effect from the time of its receipt by such person, unless some later time be fixed in the resignation, and then from that date. Resignations need not be accepted by the Board and cannot be rescinded after being given, even if not effective until a later date.

Section 3. Compensation. No director shall receive compensation for any services rendered to the Association. However, any director may be reimbursed for the actual appropriate out-of-pocket expenses incurred in the performance of their duties, subject to any procedures adopted by the Board with respect to reimbursement.

Section 4. Vacancy. If the office of any director becomes vacant for any reason, other than recall of the Board by the Members, a majority of the remaining members of the Board, or the sole remaining member of the Board, though less than a quorum, may choose a successor. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations for the election to the Board may be made in the following manner:

- (a) By the Nominating Committee as provided in Article IX, Section 2; or
- (b) By a petition signed by Members in good standing of at least fifty (50) residential Units, provided such petition is received in the office of the Association no less than seventy-five (75) days prior to the date of the annual meeting; or
- (c) A Member may nominate himself or herself in advance of the balloting. A Member's self-nomination shall be made by submitting a notice of intent to be a candidate in writing to the Association by hand-delivery, mail, or electronic mail. A member may include an 8 ½ by 11 inch sheet of paper which includes the candidate's background, education, qualification, and other relevant information with their notice of intent to be a candidate. The Association shall

include any such nomination submitted to the Board or Nominating Committee at least thirty-five (35) days in advance of the date of the annual meeting on the official ballot, candidate information received, and any other applicable notice materials to be used by Owners as a part of such election balloting. Notwithstanding anything contained herein to the contrary, any such Member wishing to nominate himself or herself in advance of the balloting shall provide such nomination to the Board or Nominating Committee no later than 5:00 PM (Eastern time) on the thirty-fifth (35th) day in advance of the date of the annual meeting, unless such thirty-fifth (35th) day falls on a weekend or holiday, in which case the Monday thereafter shall constitute the deadline for submission.

The Nominating Committee shall be appointed by the Board not less than sixty (60) days before the annual meeting to serve until replaced by the Board. The Nominating Committee shall place as many names in nomination as it shall determine appropriate, but in no event not less than the number of vacancies that are to be filled. The Nominating Committee shall provide the names of nominees to the Association no less than thirty-five (35) days in advance of the date of the annual meeting.

The nominees of the Nominating Committee, or by petition if any, must be Members in good standing and shall be included in the notice of a meeting to elect directors sent to the Members thirty (30) days prior to the meeting as provided in Article III, Section 2 hereof. The nominees may be included on the ballot to accomplish this requirement.

Section 2. Election. The election shall be conducted under the following rules:

1. Elections shall be determined by a plurality of the ballots cast.
2. The person receiving the greatest number of votes shall be elected to the longest terms.
3. Cumulative voting is not permitted, i.e. only one (1) vote per candidate.
4. All Members may vote for directors in person or by mail (e.g., absentee ballot), as provided in Florida Statute §720.306, or electronically as described below.
5. Elections for directors may be by written or electronic ballot. To the extent allowed by law, election of directors may be held electronically, in the manner as determined by the Board, provided that said election is conducted in accordance with the guidelines set forth in these By-Laws, as well as the Association's governing documents. Any election ballots which are gathered or submitted electronically shall be considered "absentee ballots" for the purposes of Florida Statute §720.306(9). Any ballots or other election materials which are submitted (electronically or otherwise) to the Association prior to the annual meeting may not be withdrawn after submission to the Association. Notwithstanding anything contained herein to the contrary, an annual meeting proxy may be withdrawn at any time prior to the commencement of the annual meeting.

6. Ballots (whether electronic or in writing) which have been submitted to the Association prior to the annual meeting shall be opened and counted at any time after 5:00 PM (Eastern time) on the final business day prior to the date of the annual meeting, but prior to the close of the annual meeting. All ballots shall be opened (or accessed), counted, and verified by the Elections Committee, with additional assistance as approved or delegated by the Board or by the Elections Committee. The results of the election shall be determined, announced and posted as soon as possible after the polls have been closed as declared by the President.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. The Board shall hold regular monthly meetings as scheduled by the directors. The first regular meeting of the Board shall be held within thirty (30) days after the election of the Board.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days notice to each director unless a written waiver of notice is executed.

Section 3. Organizational Meeting. The annual organizational meeting of the new Board of Directors shall be held within ten (10) days of the date of the annual meeting. The organizational meeting may be held immediately following the annual meeting, in which case the noticing of such meeting may be effectuated by the Board existing prior to the election.

Section 4. Quorum. A majority of the number of the members of the Board shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, except when approval by a greater number of directors is required by the Association's Declaration, its Articles or By-Laws, or by applicable statutes. Directors may not vote by proxy or by secret ballot at Board meetings, except that secret ballots may be used in the election of officers. After a quorum has been established at a Board meeting, the subsequent withdrawal of any directors, so as to reduce the number of directors represented below the number required for a quorum, shall not affect the validity of any action taken by a majority of the directors present at the meeting before or after such persons leave.

Section 5. Telephone Meetings. Pursuant to Florida Statute §607.131(7), the Board may conduct any meeting by means of a telephone or video conference or similar communications system by which all participants can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 6. Action Taken Without a Meeting. Pursuant to Florida Statute §607.134, the Board shall have the right to take any action in the absence of a meeting which they could take at

a meeting by obtaining the written approval of the requisite number of directors. Any action so approved shall have the same effect as though taken at a meeting of the Board.

Section 7. Open Meetings. All meetings of the Board are open to all Members except for (a) meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege; (b) meetings regarding personnel matters; and (c) such other meetings permitted to be closed by the Act. Members shall have the right to speak, for at least three (3) minutes, on any matter that is placed on the Board meeting agenda or is considered by the Board at a meeting. The Board may adopt reasonable, written rules governing the rights of Members to speak and governing the frequency, duration, and other manner of Member statements, which rules must be consistent with the minimum requirements of the Act. Any Owner may tape-record or videotape meetings of the Board and meetings of the Members but may not post such recordings on any website or other media which can readily be viewed by persons who are not Members of the Association. The Board may adopt reasonable rules governing the taping of meetings of the Board and the membership.

Section 8. Notice of Members. Notice of all Board meetings must be posted in a conspicuous place in Suntree at least forty-eight (48) hours in advance of a meeting, except in an emergency. The Board, as part of the Policies and Procedures, may choose to provide additional form of non-legal notice to increase meeting visibility. In the alternative, notice of such meetings shall be mailed or delivered to each Member at least seven (7) days before the meeting, except in an emergency. The Board may adopt policies to give greater or electronic notice. An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments. Additionally, written notice of any meeting at which special assessments will be considered or at which amendments to rules regarding Unit use will be considered must be mailed, delivered, or electronically transmitted to the Members and posted conspicuously on the Property not less than fourteen (14) days before the meeting.

Section 9. Minutes. Minutes of all meetings of the Board shall be kept in a businesslike manner and available for inspection by Members or their authorized representatives and Board members at reasonable times and for a period of seven (7) years after the meeting. Minutes must be maintained in written form or in another form that can be converted into written form within a reasonable time. A vote or abstention from voting on each matter voted upon for each director present at a Board meeting must be recorded in the minutes.

Section 10. Adjourned Meetings. The majority of the directors present at any meeting of the Board, regardless of whether a quorum exists, may adjourn the meeting to be reconvened at a specific date, time and place. No further notice needs to be given to directors or Members.

Section 11. Waiver of Notice. Any director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice. If all directors are present at a meeting, no notice to directors shall be required.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, the conduct and actions of the Members and their guests thereon, and the use, transfer, maintenance, and appearance of Lots and Units, and to establish penalties for the infraction thereof;

(b) if a Member is more than ninety (90) days delinquent in paying any fee, fine, or other monetary obligation to the Association, suspend the voting rights of such Member and/or suspend the rights of the Member, or the Member's Tenant, Guest, or invitee, to use the Common Areas and recreational facilities (excluding that portion of the Common Areas used to provide access or utility services to a Lot or Unit) until the fee, fine, or other monetary obligation is paid in full;

(c) suspend for a reasonable period of time, the right of a Member, or a Member's Tenant, Guest, or invitee, to use the Common Areas and recreational facilities (excluding that portion of the Common Areas used to provide access or utility services to a Lot or Unit) for the failure of the Member of the Unit, or its Tenant, Occupant, or invitee to comply with any provisions of the Association's Declaration, Articles, By-Laws or reasonable rules of the Association;

(d) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration, to delegate certain of its powers to the committees established from time to time by the Board and to delegate certain of its powers to the various Sub-Associations;

(e) declare the office of a member of the Board to be vacant in the event such member: (1) shall be absent from three (3) consecutive regular meetings of the Board; (2) ceases to be a Member of the Association or an eligible entity representative; (3) is more than ninety (90) days delinquent in the payment of any financial obligation to the Association; or (4) is convicted of a felony in any state; and

(f) employ a licensed community association manager, independent contractors, and other such employees as they deem necessary and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board to:

(a) cause to be kept a complete record of all its acts and corporate affairs;

(b) present a written statement of its finances to the Members within a reasonable time before the annual meeting;

- (c) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (d) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each Unit;
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of its due date; and
 - (3) institute collection activity for monetary obligations to the Association not paid within thirty (30) days after due date and to use all legal options available for its collection;
- (e) issue or to cause an appropriate officer to issue upon demand by any person a certificate setting forth whether or not any monetary obligation to the Association has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states a monetary obligation to the Association has been paid, such certificate shall be conclusive evidence of such payment;
- (f) procure and maintain adequate liability and hazard insurance on property owned by the Association and Director's and Officer's Errors and Omissions insurance;
- (g) cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate; and
- (h) cause the Common Area to be properly maintained and to enforce the provisions of the Association's Declaration, its Articles, By-Laws and any Rules adopted and promulgated by the Board from time to time.

Section 3. Emergency Powers. In the event of an "emergency" as defined below, the Board may exercise the following emergency powers, and any other emergency powers authorized by Florida Statute §617.0207, as may be amended from time to time:

- (a) The Board may name assistant officers, which assistant officers shall have the same authority as the executive officers to whom they are assisting during the period of the emergency, to accommodate the incapacity or unavailability of any officer of the Association;
- (b) The Board may relocate the principal office or designate alternative principal offices or authorize the officers to do so;
- (c) During any emergency, the Board may hold meetings with notice given only to those directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The director or directors in attendance at such meeting shall constitute a quorum;

(d) Corporate action taken in good faith during an emergency under this Article to further the ordinary affairs of the Association shall bind the Association and shall have the rebuttable presumption of being reasonable and necessary;

(e) Any officer, director, or employee of the Association, acting with a reasonable belief that his actions are lawful in accordance with these emergency powers, shall incur no liability for doing so, except in the case of willful misconduct;

(f) These emergency powers shall supersede any inconsistent or contrary provisions of the By-Laws during the period of the emergency;

(g) For purposes of this Section, an “emergency” exists only while the Suntree community, or the immediate geographic area in which the Suntree community is located, is subjected to:

- (1) a state of emergency declared by law enforcement authorities;
- (2) a hurricane warning;
- (3) a partial or complete evacuation order;
- (4) designated by federal or state government as a “disaster area;” or
- (5) a catastrophic occurrence, whether natural or man-made, which seriously damages or threatens serious damage to the Suntree community, such as an earthquake, tidal wave, fire, hurricane, tropical storm, tornado, war civil unrest, or acts of terrorism.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board, a secretary, a treasurer, and if elected by the Board, assistant vice-presidents and assistant secretaries, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the Organization Meeting of the Board following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by a vote of a majority of the directors on the Board present at any properly noticed Board meeting. Any officer may resign at any time by giving written notice (including email) to the Board, the president or the secretary, the Association's manager or management company. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

PRESIDENT

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

VICE-PRESIDENT

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

SECRETARY

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring such seal; serve, or cause to be served, notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their address, and shall perform such other duties as required by the Board.

TREASURER

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association; keep Association books of account; cause an annual review or audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and

expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

OTHER OFFICERS

- (e) Other officers shall have the duties prescribed by the Board.

ARTICLE IX COMMITTEES

Section 1. Standing Committees. Each year the president, subject to the approval of the Board, shall appoint the chairperson and members of each of the following standing committees with the exception of the Architectural Review Committees. Subject to the approval of the Board, the president may also remove and replace any chairperson or member of any committee who was appointed by the President.

(a) Architectural Review Committee. The Architectural Review Committee ("ARC") shall be responsible for design control throughout the properties, as more further provided in the Association's Declaration. The members of the ARC shall be appointed by the Board of Directors.

- (1) Decisions of the ARC may be subject to review and reconsideration by the Board.
- (2) Compliance with, and enforcement of, the decisions of this Committee is the responsibility of the Committee. All litigation required for enforcement shall be approved by the Board or assigned to the Association manager by resolution.

(b) Finance Committee. The Finance Committee shall assist the treasurer with respect to all financial matters including, but not limited to:

- (1) the preparation of annual budgets;
- (2) the preparation of monthly financial statements comparing actual results with the budget;
- (3) the review of accounting records and procedures; and
- (4) the review of all tax returns.

The Finance Committee shall also provide financial guidance to other committees to assure proper financial control and planning.

(c) Grounds Maintenance Committee. The Grounds Maintenance Committee shall establish policy to ensure that the common grounds of the Common Areas are properly

maintained. It shall cooperate with the Finance Committee in the preparation of its operating budget. It shall also interface with local governmental officials as necessary to identify deficiencies and monitor corrective actions for those areas within the officials' responsibilities.

(d) Parks and Recreation Committee. The Parks and Recreation Committee shall be responsible for the design and development of all recreational programs. It shall prepare an annual budget in cooperation with the Finance Committee. It shall recommend to the Board the employment of appropriate personnel to carry out its programs.

(e) Legal Committee. The Legal Committee shall advise the Board with respect to:

- (1) the drafting of the Declaration of Covenants, Conditions, and Restrictions, Articles of Incorporation, By-Laws, and Rules and Regulations, and
- (2) the drafting of all contracts and other legal documents.

All work products of the Legal Committee shall be reviewed by the Association's legal counsel.

(f) Planning Committee. The Planning Committee shall anticipate the future needs of the Association for the next 5 to 15 years and any problems that might be encountered therewith and shall develop plans for meeting these needs and solving any such problems.

(g) Covenant Enforcement Committee. The Covenant Enforcement Committee shall assist the Association's manager or management company in ensuring compliance with the Association's Declaration, its Articles, By-Laws, and any rules and regulation, as may be amended from time to time.

(h) Safety Committee. The Safety Committee shall be responsible for the promulgation of procedures, practices and programs for promoting the security and safety of the Suntree community. It shall promote good and effective relations with the appropriate governmental safety agencies including, but not limited to, the Sheriff's office and the Fire Department.

(i) Government Liaison Committee. The Government Liaison Committee shall interface with local government officials with a view to:

- (1) Maintaining good relations between the Association and the local governmental authorities; and
- (2) Keeping the Board advised of the activities of local governments that may affect the residents of Suntree.

(j) Community Relations Committee. The Community Relations Committee shall interface between the Board and the Members, Tenants, Guests, Occupants and Residents of Suntree with a view to:

- (1) keeping the Members, Tenants, Guests, Occupants and Residents informed as the activities of the Board as well as future needs of the community; and
- (2) maintaining good relations between the Association and its Members.

(k) Construction Committee. The Construction Committee will be responsible for gathering and presenting to the Board information on all proposed construction projects estimated to cost in excess of \$5,000 so that the Board may make sound decisions on whether, or how, to proceed with such projects. The Committee shall be responsible for project oversight for all projects authorized by the Board and will keep the Board advised on the status of the projects. Invoices and requests for payment shall be approved by the Committee Chairman.

(l) Stormwater Committee. The Stormwater Committee shall be chaired by a member of the Board. The committee shall assist the Association's manager or management company in the implementation of and assure compliance with the Suntree Stormwater Management requirements. The Stormwater Committee will interface with local governmental officials as necessary to identify drainage deficiencies and monitor corrective actions in accordance with all requirements.

Section 2. Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board, and not less than two (2) Members who are appointed by the Board. No member of the Nominating Committee shall serve concurrently on the Elections Committee. The Nominating Committee shall be responsible for recruiting, selecting and nominating Members in good standing for election as directors in accordance with these By-Laws.

Section 3. Election Committee. The Election Committee shall consist of three (3) Members appointed by the Board, one (1) of whom shall be a member of the Board. No member of the Election Committee shall serve concurrently on the Nominating Committee. The Election Committee shall be responsible for:

- (a) Certifying the total number of Units entitled to vote at any meeting;
- (b) Certifying the presence of a quorum at any meeting; and
- (c) Counting the votes cast in the election of directors and report the results thereof.

Section 4. Executive Committee. The Executive Committee shall consist of five (5) members to include the current officers of the corporation (President, Vice-President, Secretary,

and Treasurer) plus the immediate past President, if still a current Member. The current President shall be the presiding officer. However, the Executive Committee shall not, at any time, consist of a majority of the present members of the Association's Board.

The Committee will meet on an "as needed" basis to make recommendations to the Board of any matter or issue that is not presently addressed by another standing committee. In addition, the Executive Committee may advise on other matters as requested by the Standing Committees or the Board.

Section 5. Appeals Committee. The Board of the Association may appoint an Appeals Committee consisting of at least three (3) Owners, to the extent authorized by the Board of the Association. The purpose of the Appeals Committee shall be to conduct hearings and to make decisions concerning alleged violations by Owners, Tenants, Occupants, Residents, Guests, or invitees, of the Declaration, Articles of Incorporation, these By-Laws, and/or any duly promulgated rules and regulations, or other governing documents, and to levy fines and/or suspensions as set forth in the Association's governing documents and Florida Statute §720.305. Owners appointed to the Appeals Committee shall not be officers, directors or employees of the Association or the spouse, parent, child, brother or sister of an officer, director or employee of the Association. A majority vote of the Appeals Committee is necessary to impose a fine or suspension (as more fully set forth in the Association's governing documents and Florida Statute §720.305). If the Association imposes a fine or suspension, the Association must provide written notice of such fine or suspension by mail or hand delivery to the Owner and, if applicable, to any Tenant, Occupant, Resident, Guest, or invitee of the Owner.

Section 6. Ad Hoc Committees. The Board may establish other committees and delegate such additional or different duties as it shall elect and as it deems necessary.

Section 7. Powers of Committees. Committees shall act only as a committee and not individually. The chairperson of each committee may appoint such sub-committees as are desirable from the members of the committee. Such sub-committee shall report directly to the committee. Committees shall be advisory to the Board and shall have no executive authority except as may be specifically provided in these By-Laws or as may be delegated to the committee by the Board.

Section 8. Term of Office. Chairpersons and members of committees shall serve for a period of one year and until their successors have been appointed.

Section 9. Vacancies. In the event of the death, disability or resignation of a member of any committee, or failure to attend three (3) consecutive regular meetings, the President may remove the member from the committee and appoint a successor for the remainder of the year, subject to the approval of the Board.

Section 10. Minutes. Minutes of all committee meetings shall be kept in a businesslike manner and available for inspection by Members or their authorized representatives and Board and committee members at reasonable times and for a period of seven (7) years after the meeting. Minutes must be maintained in written form or in another form that can be converted into written

form within a reasonable time. A vote or abstention from voting of each matter voted upon for each committee member present at the committee meeting must be recorded in the minutes.

Section 11. Reports. The chairperson of each committee shall submit a monthly written report to the Board prior to a meeting covering the activities of the committee since its last report. Such report shall set forth specifically all matters on which Board approval is desired. The report shall be filed with the Association's manager or management company who shall cause copies thereof to be furnished to all members of the Board.

Section 12. Quorum. The majority of the members of each committee shall constitute a quorum and a majority thereof shall have the power to act.

Section 13. Committee Meetings. All meetings of any committee or other similar body shall be open to all Members, including but not limited to when a final decision will be made regarding the expenditure of Association funds, and to meetings of any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a member of the community. Committee meetings shall be closed to the members in instances of meetings between the committee and the Association's attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege, meetings regarding personnel matters, and such other meetings permitted to be closed by the Act. Members shall have the right to speak, for at least three (3) minutes, on any matter that is placed on the committee meeting agenda or is considered by the committee at a meeting. The Board may adopt reasonable, written rules governing the rights of Members to speak and governing the frequency, duration, and other manner of Member statements, which rules must be consistent with the minimum requirements of the Act. Any Owner may tape-record or videotape meetings of a committee but may not post such recordings on any website or other media which can readily be viewed by persons who are not Members of the Association. The Board may adopt reasonable rules governing the taping of meetings of committees. Notice of all committee meetings must be posted in a conspicuous place in Suntree at least forty-eight (48) hours in advance of a meeting, except in an emergency. In the alternative, notice of such meetings shall be mailed or delivered to each Member at least seven (7) days before the meeting, except in an emergency.

Section 14. Executive Committee. The Executive Committee shall consist of five (5) members to include the current officers of the Corporation (President, Vice-President, Secretary, and Treasurer) plus the immediate Past President. The current President shall be the presiding officer. However, the Executive Committee shall not, at any time, consist of a majority of the present members of the Association's Board.

The Committee will meet on an "as needed" basis to make recommendations to the Board on any matter or issue that is not presently addressed by another standing committee. In addition, the Executive Committee may advise on other matter as requested by the Standing Committees or the Board.

Section 15. Adjourned Meetings. The majority of the committee members present at any committee meeting, regardless of whether a quorum exists, may adjourn the committee

meeting to be reconvened at a specific date, time and place. No further notice needs to be given to committee members or Members.

Section 16. Waiver of Notice. Any committee member may waive notice of a committee meeting before or after the committee meeting, and such waiver shall be deemed equivalent to the giving of notice. If all committee members are present at a committee meeting, no notice to committee members shall be required.

ARTICLE X BOOKS AND RECORDS

Section 1. The Association shall maintain each of the following items, when applicable, which constitute the official records of the Association:

(a) Copies of any plans, specifications, permits, and warranties related to improvements constructed on the Common Areas or other property that the Association is obligated to maintain, repair, or replace.

(b) A copy of the By-Laws of the Association and of each amendment thereto.

(c) A copy of the Articles of Incorporation of the Association and of each amendment thereto.

(d) A copy of the Declaration of the Association and a copy of each amendment thereto.

(e) A copy of the current rules of the Association.

(f) The minutes of all meetings of the Board, committees and of the Members, which minutes must be retained for at least seven (7) years.

(g) A current roster of all Members and their mailing addresses and parcel identifications. The Association shall also maintain the electronic mailing addresses and the numbers designated by Members for receiving notice sent by electronic transmission of those Members consenting to receive notice by electronic transmission. The electronic mailing addresses and numbers provided by Owners to receive notice by electronic transmission shall be removed from Association records when consent to receive notice by electronic transmission is revoked. However, the Association is not liable for an erroneous disclosure of the electronic mail address or the number for receiving electronic transmission of notices.

(h) All of the Association's insurance policies or a copy thereof, which policies must be retained for at least seven (7) years.

(i) A current copy of all contracts to which the Association is a party, including, without limitation, any management agreement, lease, or other contract under which the

Association has any obligation or responsibility. Bids received by the association for work to be performed must also be considered official records and must be kept for a period of one (1) year.

(j) The financial and accounting records of the Association, kept according to good accounting practices. All financial and accounting records must be maintained for a period of at least seven (7) years. The financial and accounting records must include:

1. Accurate, itemized, and detailed records of all receipts and expenditures.
2. A current account and a periodic statement of the account for each Member, designating the name and current address of each Member who is obligated to pay assessments, the due date and amount of each assessment or other charge against the Member, the date and amount of each payment on the account, and the balance due.
3. All tax returns, financial statements, and financial reports of the Association.
4. Any other records that identify, measure, record, or communicate financial information.

(k) A copy of the disclosure summary described in Florida Statute §720.401(1).

(l) All other written records of the Association not specifically included in the foregoing which are related to the operation of the Association and required to be maintained by Florida Statute Chapter 720, as amended from time to time.

Section 2. The following records shall not accessible to Members or Owners:

(a) Any record protected by the lawyer-client privilege as described in Florida Statute §90.502 and any record protected by the work-product privilege, including, but not limited to, a record prepared by an Association attorney or prepared at the attorney's express direction which reflects a mental impression, conclusion, litigation strategy, or legal theory of the attorney or the Association and which was prepared exclusively for civil or criminal litigation or for adversarial administrative proceedings or which was prepared in anticipation of such litigation or proceedings until the conclusion of the litigation or proceedings.

(b) Information obtained by the Association in connection with the approval of the lease, sale, or other transfer of a parcel.

(c) Personnel records of Association or management company employees, including, but not limited to, disciplinary, payroll, health, and insurance records. For purposes of this subparagraph, the term "personnel records" does not include written employment agreements with the Association or management company employee or budgetary or financial records that indicate the compensation paid to the Association or management company employee.

(d) Medical records of Owners or community Residents.

(e) Social security numbers, driver license numbers, credit card numbers, electronic mailing addresses, telephone numbers, facsimile numbers, emergency contact information, any addresses for an Owner other than as provided for Association notice requirements, and other personal identifying information of any person, excluding the person's name, parcel designation, mailing address, and property address. Notwithstanding the restrictions in this subparagraph, the Association may print and distribute to Owners a directory containing the name, parcel address, and all telephone numbers of each Owner. However, an Owner may exclude his or her telephone numbers from the directory by so requesting in writing to the Association. An Owner may consent in writing to the disclosure of other contact information described in this subsection. The Association shall not be liable for the disclosure of information that is protected under this subsection if the information is included in an official record of the Association and is voluntarily provided by an Owner and not requested by the Association.

(f) Any electronic security measure that is used by the Association to safeguard data, including passwords.

(g) The software and operating system used by the Association which allows the manipulation of data, even if the Owner owns a copy of the same software used by the Association. The data is part of the official records of the Association.

Section 3. The Association or its authorized agent is not required to provide a prospective purchaser or lienholder with information about the residential subdivision or the Association other than information or documents required by Florida Statutes to be made available or disclosed. The Association or its authorized agent may charge a reasonable fee to the prospective purchaser or lienholder or the current Owner or Member for providing good faith responses to requests for information by or on behalf of a prospective purchaser or lienholder, other than that required by law, if the fee does not exceed \$150 plus the reasonable cost of photocopying and any attorney fees incurred by the Association in connection with the response.

Section 4. The Association may adopt reasonable written rules governing the frequency, time, location, notice, records to be inspected, and manner of inspections.

ARTICLE XI CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words "Suntree Master Homeowners Association, Inc.," "Florida," and "not for profit." The seal may be used by causing it to be impressed, affixed, reproduced or otherwise placed upon any document or writing of the corporation where a seal may be required. A common seal may be used in lieu of a raised corporate seal and in no event shall a seal be required to validate corporate actions unless specifically required by law.

ARTICLE XII

AMENDMENTS

Section 1. Except as otherwise provided herein, these By-Laws may be made, altered or rescinded by the affirmative vote of the majority of Members who are voting in person or by proxy at a meeting of the Members at which a quorum has been attained (e.g., once a quorum of those Members attending in person or by proxy has been obtained at an annual or special meeting of the Members of the Association, a majority of those Members attending the meeting in person or by proxy may amend these By-Laws).

Section 2. Any amendment, when adopted, shall become effective after being recorded in the Brevard County Public Records.

Section 3. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

ARTICLE XIII
FISCAL MATTERS

The provisions for fiscal management of the Association set forth in the Declaration shall be supplemented by the following provisions:

Section 1. Fiscal Year. The Fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, unless otherwise determined by the Board.

Section 2. Depository. The depository of the Association in which the funds of the Association shall be deposited, shall be financial institutions authorized to do business in Florida which carry FDIC insurance or equivalent insurance backed by the full faith and credit of the United States of America. Deposits shall be limited to limits of FDIC or federal insurance at any institution. Principal of Association funds, whether reserves or operating funds, may not be placed at risk for investment purposes and shall not exceed limits of applicable investments. Withdrawal of money from those accounts shall be only by checks or other withdrawal instruments signed by those persons as are authorized by the directors or by electronic transfer protocols approved by the Board.

Section 3. Budget. The Treasurer shall prepare and the Board shall adopt a budget of Association estimated revenues and expenses for each coming fiscal year. Once adopted, the Association shall provide to each Member a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the Member. The proposed budget shall be detailed and shall show the amounts budgeted by accounts and revenue and expense classifications. The estimated surplus or deficit as of the current year shall be shown and all fees or charges for recreational amenities shall be set out separately.

Section 4. Reserves. The Board may establish in the budget one (1) or more restricted reserve accounts for capital expenditures, deferred maintenance or contingencies. Board adopted reserve funds may be spent for any purpose approved by the Board except in cases where the use

of reserves are restricted by the Act. The annual amounts proposed to be reserved shall be shown in the annual budget.

Section 5. Contingency Funds. In addition to the reserves provided for herein, or in place of them, the Board may establish one or more “contingency funds” for contingencies and operating expenses for the Association. The purpose of these contingency funds is to provide financial stability and to minimize the need for special assessments on a frequent basis. The amounts proposed to be so reserved shall be shown in the proposed annual budget as a line item in the operating portion of the budget.

Section 6. Fidelity Bonds. The Association shall obtain and maintain adequate fidelity bonding, for each person (whether or not a director) who controls or disburses Association funds, and the President, Secretary and Treasurer. The insurance policy or fidelity bond must cover the maximum funds that will be in the custody of the Association or its management agent at any one time. The Association shall bear the cost of bonding of directors and officers. In the case of a community association manager or management firm, the cost of bonding may be allocated as the parties may agree. All persons providing management services to the Association, or otherwise having the authority to control or disburse Association funds, shall provide the Association with a certificate of insurance evidencing compliance with this paragraph, naming the Association as an insured under said policy. The Association may opt out of this requirement as provided in the Act.

Section 7. Financial Reporting. Not later than ninety (90) days after the close of each fiscal year, the Board shall cause to prepare a financial report as prescribed in the Act, unless waived as provided by law. The Association shall provide each Member with a copy of the financial report or a written notice that a copy of the financial report is available upon request at no charge to the Member.

ARTICLE XIV

(a) Third Party Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, or appeal therefrom, whether civil, criminal, administrative, investigative or otherwise (other than any action by or in the right of the Association) by reason of the fact that he or his testator or intestate is or was a director, officer or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer or employee of another Association or a partnership, joint venture, trust or other enterprise, including without limitation any affiliated association, partnership, joint venture, trust or other enterprise, against expenses (including attorney’s fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner be reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(b) Derivative Actions. The Association shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association, or appeal therefrom to procure a judgment in its favor by reason,

of the fact that he or his testator or intestate is or was a director, officer or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer or employee of another association or a partnership, joint venture, trust or other enterprise, including without limitation any affiliated association, partnership, joint venture, trust or other enterprises, against expenses (including attorney's fees and amounts paid in settlement) actually and reasonably incurred by him in connection with such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association; provided, however, that no person shall be entitled to indemnification under this section in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association.

(c) Successful Defense. To the extent that a director, officer or employee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in (a) or (b) of this Article XIV, or in defense of any claim, issue or matter therein, such determination shall constitute conclusive evidence of such person's right to be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, and the president or a vice president of the Association shall direct the reimbursement of all such expenses to such person.

(d) Determination of Propriety of Indemnification. No person seeking indemnification under (a) or (b) of this Article XIV shall be indemnified unless pursuant to a determination by a court or unless the Board or the members in good faith by a majority vote of a quorum of directors or members, as the case may be, who were not parties to such action, suit or proceeding determine that the standards set forth in such sections have been met in the circumstances. The Association may provide for additional indemnification and rights to any person (including without limitation those persons referred to in (a) and (b) of this Article XIV), in each case except as otherwise ordered by a court or prohibited by law.