

AMENDED AND RESTATED BYLAWS
OF
THE LANDINGS MANAGEMENT ASSOCIATION, INC.

WHEREAS, the Bylaws of The Landings Management Association, Inc. (LMA) were recorded in Official Records Book 1372, Page 1256 et seq., of the Public Records of Sarasota County, Florida, and

WHEREAS, the Bylaws were amended on numerous occasions by recorded instruments, and

WHEREAS, the LMA desires to amend the Bylaws in their entirety and cause the Amended and Restated Bylaws to be recorded in the Public Records of Sarasota County, Florida, and

WHEREAS, not less than a majority of the entire membership of the Board of Directors approved the amendments, and these Amended and Restated Bylaws, at a duly noticed Board meeting held on _____, 2010, and

WHEREAS, there is no requirement for the members to vote on amendments to the Bylaws.

NOW THEREFORE, the following are adopted and recorded as the Amended and Restated Bylaws of The Landings Management Association, Inc.

~~The Landings Management Association, Inc., a corporation not for profit under the laws of the State of Florida, hereinafter referred to as the "LMA," does hereby adopt the following as its Bylaws:~~

**ARTICLE I
IDENTITY AND DEFINITIONS**

The LMA has been organized for the purpose of ownership, operation, improvement and management of certain of the Common Areas of the development known as "The Landings," to enforce the Master Covenants ~~hereinafter referred to~~, and to promote the health, safety and welfare of the owners of property within said development. ~~The terms and provisions of these Bylaws are expressly subject to the Articles of Incorporation of the LMA and to the terms, provisions, conditions and authorizations contained in the "Declaration of Maintenance Covenants and Restrictions on the Commons for The Landings" (herein referred to as the "Master Covenants"), as have been heretofore or simultaneously herewith or shall be hereafter recorded in Official Records Book 1372, Page 1217, of the Public Records of Sarasota County, Florida. All words and terms used herein are defined in the Master Covenants aforesaid Covenants and shall be used herein with the same meanings as defined in said Master Covenants.~~

**ARTICLE II
LOCATION OF PRINCIPAL OFFICE**

The principal office ~~of the LMA~~ shall be located at 2477 Stickney Point Road, Sarasota, Florida 34231, or at such other place as may be established by resolution of the Board of Directors ~~of the LMA~~.

**ARTICLE III
MEMBERSHIP, VOTING, QUORUM AND PROXIES**

1. 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 the Master Covenants and Article IV and Article V of the LMA's Articles of Incorporation. The right of a member to vote may be suspended by the Board of Directors for the nonpayment of assessments delinquent in excess of 90 days.

2. A quorum at any meeting of the ~~LMA's~~ members shall consist of persons entitled to cast votes representing ~~thirty more than fifty~~ percent of the total votes of the ~~Residential LMA's Class A~~ members as determined in the manner set forth in Article V of the ~~LMA's~~ Articles of Incorporation. ~~Where an individual unit, lot or parcel of property subject to said Covenants is owned by more than one person, the vote to which such unit, lot or parcel is entitled may be cast by any of the joint owners; provided, however, that if more than one of the joint owners attempts to cast the vote to which their unit, lot or parcel is entitled, said vote shall be apportioned equally among such of the joint owners as cast the vote.~~

34. All votes of Residential members ~~of the LMA~~ shall be cast by a delegate of their component ~~either their condominium or neighborhood property owners~~ association, hereinafter referred to as a "Voting Delegate," who shall be the president of such association or such other representative as the Board of Directors of such component association may designate.

45. ~~Except as provided in Paragraph 4 above, votes~~ Voting Delegates may ~~be~~ cast votes either in person or by written 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.

~~6. 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 nor 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 that 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 unit, lot, or parcel 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.~~

57. Except where otherwise required by the provisions of the Articles of Incorporation, these Bylaws, or the Master Covenants aforesaid Covenants, or where the same may otherwise be required by law, the affirmative vote of the holders of more than one-half of the total votes of the Residential LMA's Class A members 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.

68. The LMA shall be entitled to give all notices required to be given to the members ~~of the LMA~~ by these Bylaws, ~~or~~ the Articles of Incorporation or the Master Covenants aforesaid Covenants ~~either (a) to the duly designated Voting Delegate of each respective component condominium or neighborhood property owners' association, or (b) to the person or entity shown by the LMA's records to be entitled to receive such notices at the last known address shown by the records of the LMA, until the LMA 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**

1. An annual meeting of the membership ~~of the LMA~~ shall be held during February of each year at such date, time, and place as may be designated by the Board of Directors. ~~If no such date, time, and place is designated, the annual meeting shall be held at the principal office of the LMA at 7:00 p.m. Eastern Standard Time on the first Thursday in February.~~ Said annual meeting shall be held for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

2. Special meetings of the members ~~of the LMA~~ 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 LMA~~ whose votes represent more than one-half of the total votes ~~of the LMA~~.

3. Each member ~~of the LMA~~ shall be privileged to attend the annual and special meetings of members even though his or her vote may be cast only by a Vvoting Ddelegate.

4. ~~Notice of a meeting of members shall state the time, place, date, and the purpose(s) for which the meeting is called. The notice shall include an agenda. The notice of any members' meeting shall be provided by one of the following methods: (1) mailed postpaid and correctly addressed, or (2) be hand delivered provided a signed receipt is obtained, or (3) be electronically transmitted to a correct facsimile number or electronic mail address at which the Voting Delegate has consented to receive notice. Each Voting Delegate bears the responsibility of notifying the LMA of any change of address. Consent by a Voting Delegate to receive notice by electronic transmission shall be revocable by the Voting Delegate by written notice to the LMA. The mailing of the notice shall be effected not less than twenty days, nor more than thirty days, prior to the date of the meeting. Notice must also be posted continuously at the Landings property for not less than twenty days before the meeting. Notice of all members' meetings, annual or special, shall be given by the President, Vice President or Secretary of the LMA, or other officer of the LMA 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 delivered personally, a receipt of such notice shall be signed by the member or voting delegate, 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 or voting delegate at his post office address as the same appears on the records of the LMA.~~ Proof of such mailing shall be given by the affidavit of the person giving the notice and filed in the LMA's minute book. Any ~~member or~~ Vvoting Ddelegate may, by written waiver of notice signed by such ~~member or~~ Vvoting Ddelegate, waive such notice, and such waiver, when filed in the records of the LMA (whether executed and filed before or after the meeting), shall be deemed equivalent to the giving of such notice to such ~~member or~~ Vvoting Ddelegate.

5. 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 the Master Covenants aforesaid Covenants, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

~~6. Any condominium or neighborhood property owners' association may, by majority vote of its members at any meeting at which a quorum is present, propose any question for consideration by the Board of Directors of the LMA. The voting delegate of such organization shall certify to the Board of Directors of the LMA the occurrence of said conditions and the question proposed, whereupon the Board of Directors of the LMA shall consider said question prior to the conclusion of its second meeting following receipt thereof and shall, within a reasonable time thereafter, communicate the result of its consideration thereof to said voting delegate.~~

67. At meetings of the membership, the President or, in his or her absence, the Vice-President, shall preside or in the absence of both, the Voting Delegates present at the meeting Board of Directors shall select a chairman.

7. Action Without a Meeting. Anything to the contrary herein notwithstanding, to the extent lawful, any action required or permitted to be taken at any annual or special meeting of members may be taken without a meeting, provided the Association provides a letter or similar communication to each Voting Delegate that explains the proposed action. The communication shall include a form of consent to permit each Voting Delegate to consent to the proposed action, and instructions on consent procedures. The LMA may proceed with the proposed action without further notice and without a vote at a membership meeting provided consents in writing, setting forth the action so taken, shall be signed by the Voting Delegates having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting of members at which a quorum of members entitled to vote thereon were present and voted. If the requisite number of written consents are received by the Secretary within ninety (90) days after the earliest date which appears on any of the consent forms received, the proposed action so authorized shall be of full force and effect as if the action had been approved by vote of the members at a meeting of the members. Within thirty (30) days after obtaining such authorization by written consent, notice must be given to members or Voting Delegates who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

ARTICLE V BOARD OF DIRECTORS

1. The affairs of the LMA of the LMA shall be managed by a Board of Directors consisting of nine 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 attending a meeting at which a quorum is present shall constitute the action of the Board of Directors. Director terms shall be staggered as provided in the Articles.

2. Election of Directors. The following procedures shall apply to the election of directors:

(a) The Board shall appoint a nominating committee prior to each annual meeting of the members. The committee shall nominate or recommend persons for election to the Board, and shall generally recruit and encourage eligible persons to run as candidates for election to the Board.

(b) Any eligible person desiring to be a candidate may submit a self-nomination, in writing, not less than thirty (30) days prior to the scheduled election and shall automatically be entitled to be listed on the ballot.

(c) The ballot prepared for the annual meeting shall list all director candidates in alphabetical order. Ballots shall be mailed to all Voting Delegates with notice of the annual meeting and may be returned to the Association prior to the meeting, or cast at the meeting.

(d) Nominations shall also be accepted from the floor on the date of the election.

(e) Cumulative voting shall apply in accordance with the provisions of the Articles of Incorporation. The election shall be by plurality vote (the nominees receiving the highest number of votes are elected). Tie votes shall be broken by agreement among the candidates who are tied, or if there is no agreement, by lot, such as the flipping of a coin by a neutral party.

(f) No election shall be necessary if the number of candidates is less than or equal to the number of vacancies: the candidates shall automatically be elected and their names announced at the annual meeting.

32. 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. A Director appointed to fill a vacancy shall be appointed until the next annual meeting for the unexpired term of his predecessor in office and shall continue to serve until his successor shall have been elected and/or appointed and qualified.

~~Any Director who shall fail to attend three successive regular meetings of the Board of Directors shall be deemed to have resigned as a Director and the vacancy so caused shall be filled as specified in paragraph 2 of this Article, provided however that any such vacancy caused by the deemed resignation of a Director who shall be a member of a neighborhood property owners' association shall be filled only by a neighborhood property owners' association member acceptable to the Board of Directors, and any such vacancy caused by the deemed resignation of a member of a condominium association shall be filled only by a condominium member acceptable to the Board of Directors. Nothing herein shall preclude the re-appointment of the Director who shall be deemed to have resigned to fill such vacancy.~~

4. The term limit of a director, beginning with the February 2010 election, shall be three (3) consecutive two (2) year terms after the then current term of the director expires. A director may be reappointed or reelected to serve again after a one (1) year hiatus.

ARTICLE VI
MEETINGS OF DIRECTORS

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

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

3. Special meetings of the Board of Directors shall be held when called by the President of the LMA or by any two Directors. Members or Voting Delegates representing not less than twenty (20%) percent of the total voting interests may petition for an item of business to be discussed at a Board meeting.

4. ~~Any director may attend any regular or special meeting of the Board of Directors by electronic means acceptable to the Board of Directors without being physically present at such meeting, provided however, the use of any electronic means must permit all directors participating to simultaneously hear each other during the meeting, and that a quorum for such meeting shall not be constituted unless the number of directors physically present at such meeting shall be at least the number of directors required to constitute a quorum minus one. Each director can attend meetings electronically no more than four (4) times per year. Any director may at any time attend any regular or special meeting of the Board of Directors by electronic means acceptable to the Board of Directors without being physically present at such meeting, provided however that a quorum for such meeting shall not be constituted unless the number of directors physically present at such meeting shall be at least the number of directors required to constitute a quorum minus one.~~

5. A quorum shall consist of a majority of the entire Board. Directors shall not vote by proxy or by secret ballot at board meetings, except that secret ballots may be used in the election of officers. A vote or abstention from voting on each matter voted upon for each director present at a board meeting shall be recorded in the minutes.

~~65-~~ Notice of Board meetings shall be given to Board members by telephone or one of the methods set forth in Article IV(4) of these Bylaws, which notice shall state the time, place, and purpose of the meeting, and shall be transmitted not less than forty-eight (48) hours prior to the meeting. Any director may waive notice of a meeting before or after the meeting and that waiver shall be deemed equivalent to the due receipt by said director of notice. Attendance by any director at a meeting shall constitute a waiver of notice of such meeting, except when attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

7. The above-stated notice requirement also applies to the meetings of any committee or other similar body, when a final decision will be made regarding the expenditure of LMA funds, and to any body vested with the power to approve or disapprove, for the LMA, architectural decisions with respect to a specific parcel of residential property owned by a member of the LMA.

8. Written notice of any Board meeting at which (1) a special assessment will be considered, or (2) the purpose of the meeting is to address an issue added to the agenda by members via request from twenty (20%) of the voting interests, shall be provided to the Voting Delegates via one of the methods set forth in Article IV(4) of these Bylaws and posted at the Landings not less than

14 continuous days prior to the meeting. The notice shall state the nature, estimated cost, and description of each purpose to be funded by the special assessment, as applicable.

9. All Board meetings, except for meetings with the LMA's attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privileges, and meetings with the LMA's attorney for the purpose of discussing personnel matters, shall be open to all members. Notice of regular or special meetings of the Board shall be given to each Director, personally or by mail, e-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 and, as to special meetings, the purpose of the meeting, unless such notice is waived.

6. The transaction of any business at any meeting of the Board of Directors however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice provided that a quorum is present and, if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

ARTICLE VII **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

1. The Board of Directors shall have power:

(a) To call meetings of the members.

(b) To appoint and remove at pleasure all officers, agents and employees of the LMA, 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 LMA in any capacity whatsoever.

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

(d) To adopt and publish rules and regulations governing the use of the Common Areas of The Landings or any portion thereof and the personal conduct of the members and their guests thereon, including reasonable admission charges if deemed appropriate.

(e) To authorize and cause the LMA to enter into contracts for the day-to-day operation of the LMA and the discharge of its responsibilities and obligations.

i. All contracts for the purchase, lease or renting of materials or equipment, all contracts for services, and any contract that is not to be fully performed within one year, shall be in writing. For so long as required by law, the LMA shall obtain at least two competitive bids for any contract which requires payment exceeding ten (10%) percent of the total annual budget of the LMA (except for contracts

with employees of the Association, management firms, attorneys, accountants, architects, engineers, or landscape architects), unless the products and services are needed as the result of any emergency or unless the desired supplier is the only source of supply within the county serving the Association. The Board need not accept the lowest bid.

ii. Contracts must disclose any financial or ownership interest a board member, or any party providing maintenance or management services to the LMA, holds with the contracting party. Any contract between the LMA and an officer or director, or a non-natural entity in which an officer of director holds a financial interest, must comply with Section 617.0832 Fla. Stat., and be approved by not less than two-thirds of the entire membership of the board. At the next regular or special meeting of the members, the existence of the contract shall be disclosed to the members. Upon motion of any member, the contract shall be brought up for a vote and may be cancelled by a majority vote of the voting interests of the members present in person or by proxy. Should the members vote to cancel the contract, the LMA shall only be liable for the reasonable value of goods or services provided up to the time of cancellation, and shall not be liable for any termination fee, liquidated damages, or other form of penalty for such cancellation.

(f) 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.

(g) To exercise for the LMA all powers, duties and authority vested in or delegated to the LMA, except those reserved to members in the Master Covenants ~~aforsaid Covenants~~ or in the Articles of Incorporation ~~of the LMA~~.

(h) To fine.

i. In addition to the means for enforcement provided elsewhere herein, the LMA shall have the right to assess fines against a member or a member's guests or lessees, in the manner provided herein.

ii The Board of Directors shall appoint a Covenants Enforcement Committee which shall be charged with determining whether there is probable cause to assert that a member or other persons is violating, or has violated, any of the provisions of the Master Covenants, the Articles of Incorporation, these ~~Bylaws~~, or the rules and regulations of the LMA. If the Covenants Enforcement Committee determines that such probable cause exists, it shall report same to the Board of Directors.

The Board of Directors shall thereupon provide written notice to the person alleged to be in violation, and the owner of a residence which that person occupies, or to which that person is a lessee or a guest, if that person is not the owner, of the specific nature of the alleged violation, including a statement setting forth the provisions of the governing subdivision documents allegedly violated and a short and plain statement of the matters asserted by the LMA, and advising of an opportunity

for a hearing before the Committee (as defined in subparagraph (iii) hereafter) ~~upon a written request delivered to a Board member or designated agent within fourteen (14) days of the date of the notice of the violation or violations.~~ The Board notice shall state the date, time and place of the hearing ~~to be held if the hearing is requested.~~

The Board notice shall also specify, and it is hereby provided, that each recurrence of the alleged violation or each day during which the violation continues shall be deemed a separate offense, subject to a separate fine, not to exceed One Hundred (\$100.00) Dollars for each offense provided that the total amount of fines for that separate offense shall not exceed \$2,500.00 exclusive of interest, costs and attorney fees. The Board notice shall further specify, and it is hereby provided for an alternative procedure available only for first time violations and not for recurring violations, that in lieu of ~~requesting~~ a hearing, the alleged violator or member may respond in writing to the notice, within fourteen (14) days of its date, acknowledging that the violation or violations occurred as alleged and promising that the violation or violations will henceforth cease and will not recur. Such acknowledgement and promise and performance in accordance therewith shall terminate further enforcement activity by the LMA with regard to the violation and no fines shall be levied.

iii. ~~A If a hearing is timely requested,~~ a committee of three or more ~~members person~~ appointed by the Board of Directors (hereinafter the "Committee"), none of whose members shall be ~~officers, directors, or employees of the LMA, or the spouse, parent, child, brother, or sister of an officer, director or employee~~ one of the directors, shall hold the same on the date and time and at the place set forth in the notice, and shall hear and receive the response of the violator and member if other than the violator, including written and oral argument on all issues involved and shall hear any witnesses that the alleged violator, the member, or the Board of Directors, or its agents, may produce. Any party at the hearing may be represented by counsel.

iv. ~~At or s~~Subsequent to the hearing, ~~or if no hearing is timely requested and if no acknowledgement and promise are timely and properly made,~~ the Committee shall determine whether there is sufficient evidence of a violation or violations as provided herein. If the Committee determines that there is sufficient evidence to support a finding that a violation or violations occurred, it shall send a written notification to the violator, and the member if other than the violator, and the Board of Directors announcing its finding that a violation or violations occurred and notifying the violator, and member if other than the violator, that fines will be assessed and levied as provided herein unless the violation is corrected within ten (10) days from the notice of the Committee. No further notice or hearing shall be necessary to enable the Board to levy fines for an uncorrected violation, or violations, or for recurring violations substantially similar to violations for which a hearing opportunity was previously provided.

v. A fine pursuant to this section shall be assessed against a residence which the violator occupied or was visiting at the time of the violation, whether or not the violator is an owner of that residence, and shall be promptly paid to the LMA by the owner of that residence. The owner of that residence shall be liable for attorney's fees and costs incurred by the LMA incident to the levy or collection of the fine, or both the levy and collection of the fine, including but not limited to fees and costs incurred in appellate proceedings. Any partial payments received by the LMA shall be first applied against attorney fees, then costs, then the unpaid fines.

vi. Nothing herein shall be construed as a prohibition of or a limitation on the right of the Board of Directors to pursue other means to enforce the provisions of the various governing subdivision documents including but not limited to legal action for damages or injunctive relief. In the event such other means are pursued, the LMA shall not be required to comply with the procedures and provisions of this Article.

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

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

(b) To supervise all officers, agents and employees ~~of this LMA~~, and to see that their duties are properly performed.

(c) With reference to assessments of the LMA:

(1) To fix the amount of the assessment against each member for each fiscal year in accordance with the provisions of the Master Covenants; and

(2) To prepare a roster of the members and assessments applicable thereto which ~~shall be kept in the office of the LMA and~~ shall be open to inspection by any member; and,

(3) To send written notice of each assessment to every member or Voting Delegate entitled thereto.

(d) To issue or to cause an appropriate officer or agent 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. Any person other than the property owner who relies upon such certificate shall be protected thereby. The LMA may charge a reasonable fee for the preparation of the certificate, which fee must be stated in the certificate. The authority for the fee must be established in written resolution adopted by Board or in a written management contract. ~~Such certificate 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 LMA property, real or personal.

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

(g) To enforce by appropriate legal means the provisions of the aforesaid Covenants, the Articles of Incorporation and these Bylaws.

ARTICLE VIII
EMERGENCY BOARD POWERS

1. For purposes of this Article only, an emergency exists only during a period of time that the LMA, or the immediate geographic area in which the Landings is located, is subject to:

(a) a state of emergency declared by local civil or law enforcement authorities;

(b) a hurricane warning;

(c) a partial or complete evacuation order;

(d) Federal or State "disaster area" status, or

(e) a catastrophic occurrence, whether natural or man made, which seriously damages or threatens to seriously damage the physical existence of the common areas operated by LMA; such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest or act of terrorism.

(f) An emergency also exists for purposes of this Article if a quorum of the LMA's directors cannot readily be assembled because of such catastrophic event.

2. In the event of any emergency as defined above the Board may exercise the emergency powers described below and those authorized by Sections 617.0207 and 617.0303, Fla. Stat., as amended from time to time.

(a) The Board may relocate the principal office or designate alternative principal offices or authorize the officers to do so.

(b) The Board may name as an assistant Officer any member who is not a director to act in that Officer's place in case of an emergency.

(c) 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 a meeting shall constitute a quorum.

3. Corporate action taken in good faith during an emergency under this Article to further the ordinary affairs of the Association shall bind the LMA.

4. Any officer, director or employee of the LMA acting with a reasonable belief that his or her actions are lawful in accordance with this emergency Article of the Bylaws shall incur no liability for doing so, except in the case of willful misconduct.

ARTICLE ~~VIXII~~
OFFICERS

1. The officers ~~of the LMA~~ shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the Articles of Incorporation. All officers ~~—~~shall be members of the Board of Directors, or spouses of members.

2. All the officers of the LMA 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 resignation or removal.

3. 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.

4. All officers shall hold office at the pleasure of the Board of Directors.

5. 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.

6. The Vice-President shall perform all the duties of the President in his or her absence. The Vice-President shall perform such other acts and duties as may be assigned by the Board of Directors.

7. The Secretary shall be ex officio sSecretary of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The Secretary ~~He~~ shall keep the records of the LMA, and ~~He~~ shall record in a book kept for that purpose the names of all the members ~~of the LMA~~ together with their component condominium or neighborhood property owners' association affiliation and their addresses as registered by such members.

8. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the LMA 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 or her 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.

9. Delegation. The Board may delegate any or all of the functions of the Secretary or Treasurer to an agent or employee, provided that the Secretary or Treasurer shall in such instance generally supervise the performance of the agent or employee in the performance of such functions.

ARTICLE X
RESIGNATIONS

1. Any director or officer may resign at any time by written resignation, delivered to the President or Secretary, which shall take effect upon its receipt unless a later date is specified in the resignation, in which event the resignation shall be effective from such date unless withdrawn. The acceptance of a resignation shall not be required to make it effective. The conveyance of all Landings properties owned by any director or officer shall constitute a resignation of such director or officer without need for a written resignation. Any officer or director delinquent in the payment of regular assessments in excess of 90 days shall constitute a resignation of such director without need for a written resignation.

23. Any Director who shall fail to attend three successive regular meetings of the Board of Directors shall be deemed to have resigned as a Director and the vacancy so caused shall be filled as specified in paragraph 2 of this Article, provided however that any such vacancy caused by the deemed resignation of a Director who shall be a member of a neighborhood property owners' association shall be filled only by a neighborhood property owners' association member acceptable to the Board of Directors, and any such vacancy caused by the deemed resignation of a member of a condominium association shall be filled only by a condominium member acceptable to the Board of Directors. Nothing herein shall preclude the re-appointment of the Director who shall be deemed to have resigned to fill such vacancy.

ARTICLE ~~IX~~ FISCAL MANAGEMENT

The provisions for fiscal management ~~of the LMA~~, as set forth in the Master Covenants and Articles of Incorporation, shall be supplemented by the following provisions:

1. The fiscal year ~~of the LMA~~ shall be the calendar year.
2. 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 LMA. 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 that the ~~LMA's~~ reserves are insufficient to cover expenditures for capital improvements or replacements.
3. No loans shall be contracted on behalf of the LMA 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 LMA as security for the repayment of such loans.
4. All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the LMA shall be signed or authorized by such officer or officers, agent or agents, of the LMA and in such manner as shall from time to time be determined by resolution of the Board of Directors.
5. All funds of the LMA not otherwise employed shall be deposited from time to time to the credit of the LMA in such savings and loan

associations, banks, trust companies, or other depositories as the Board of Directors may select.

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

7. Social Activities. The Board shall have the authority to expend, in each fiscal year, not more than one (1%) percent of the Operating budget for social activities, including without limitation, parties held for the benefit of owners, residents, and employees of the LMA, get well cards, flowers, and similar social activities, all of which shall be a common expense of the LMA.

~~ARTICLE X
OFFICIAL SEAL~~

~~The LMA shall have an official seal, which shall be in circular form bearing the name Landings Management 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 XII
PARLIAMENTARY RULES~~

~~Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the LMA meetings when not in conflict with the law, the Master Covenants, the Articles, these Bylaws, or rules and regulations adopted from time to time by the Board to regulate the participation of members at Board, membership and committee meetings, and to otherwise provide for orderly corporate operations.~~

~~ARTICLE XIII
BOOKS AND RECORDS~~

1. The official records of the LMA shall consist of those that are designated official records in Chapter 720 Fla. Stat., those in any other applicable law, and those so designated in other parts of these Bylaws.

2. The official records shall be maintained and shall be open to inspection and available for photocopying by any member, or their authorized agents, at reasonable times and places within 10 business days after receipt of a written request for access.

3. By written resolution the Board shall adopt reasonable written rules governing the frequency, time, location, notice, and manner of inspection, and may impose fees to cover the costs of providing copies of the official records, including, without limitation, the costs of copying.

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

~~ARTICLE XII
PRONOUN USAGE~~

~~All masculine pronouns used herein shall include the comparable feminine pronoun whenever appropriate.~~

**ARTICLE ~~XIV~~^{XIII}
AMENDMENTS**

These Bylaws may be altered, amended or repealed by a majority vote of the Directors attending 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. An amendment shall be effective when a certificate of amendment setting forth the amendment and confirming the adoption of the amendment is signed by an officer of LMA and recorded in the Public Records of Sarasota County, Florida.

The recitals set forth in these Amended and Restated Bylaws are true and correct and are certified as such by the Board of Directors.

Landings Management Association, Inc.

By: _____, President