

AMENDED AND RESTATED
BYLAWS OF
LEILANI HEIGHTS HOMEOWNERS ASSOCIATION, INC.

The purpose of these Amended and Restated Bylaws is to continue the purpose of the Amended Bylaws recorded in the Martin County public records at Official Records Book 770, Page 227, et. seq., and amended at OR Book 902, Page 2146, et. seq., OR Book 1410, Page 834, et. seq., OR Book 2291, Page 1018, et. seq. and OR Book 2363, Page 212, et. seq.

In cases of any conflict between the Articles of Incorporation of the Association and these By-Laws, the Articles of Incorporation shall govern and control. In case of any conflict between the Declaration and these By-Laws, the said Declaration shall govern and control.

ARTICLE ONE
ORGANIZATION

The name of this organization shall be LEILANI HEIGHTS HOMEOWNERS ASSOCIATION, INC., a Not-For-Profit Florida Corporation.

The organization shall have a seal which shall be in the following form:



The organization may, at its pleasure by vote of the membership body, change its name.

ARTICLE TWO
PURPOSE

The following are the purposes for which this organization has been organized:

To provide an entity pursuant to the provisions of Chapters 617 and 720, Florida Statutes, as amended from time to time, whereby the owners of the land and lots located in Leilani Heights, a subdivision of Martin County, Florida, consisting of one or more phases or individual plats, may join together and by concerted action protect and

defend their property by the enforcement of uniform subdivision restrictions, and may own and operate property (including, without limitation, parks, playgrounds, recreation areas, utility areas and other reserved areas, whether environmental or otherwise) for the use, benefit and enjoyment of the membership.

ARTICLE THREE MEMBERSHIP

Members in this organization shall consist of all those parties, whether firms, natural persons, corporations, trusts, estates, or legal entities, who or which own property in Leilani Heights, a subdivision in Martin County, Florida, consisting of one or more phases or individual plats.

ARTICLE FOUR MEETINGS

The annual membership meeting of this organization shall be held no later than the 15th day of December each and every year. The Secretary shall cause to be mailed to every member at his address as it appears in the membership roll book of this organization, a notice telling the time and place of such annual meeting fourteen (14) days prior to the scheduled meeting. Each parcel is entitled to one vote. If there are multiple owners for one parcel and the owners cannot agree as to how to cast their vote, the vote for that parcel will not be counted.

Regular meetings of this organization shall be held at the call of the President of the Association, or at the request of at least one-fourth (1/4) of the membership of the Association. Notices of such meetings shall be mailed or hand delivered to all members at their addresses as they appear in the membership roll book at least fourteen (14) days but not more than thirty (30) days before the scheduled date set forth for such regular meeting.

The presence of not less than one-tenth (1/10) of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the President when he deems it for the best interest of the organization. Notices of such meetings shall be mailed or hand delivered to all members at their addresses as they appear in the membership roll book at least fourteen (14) days but not more than thirty (30) days before the scheduled date set forth for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of a majority of the members of the Board of Directors or one-fourth (1/4) of the members of the organization, the President shall cause a special meeting to be called but such request must be made in writing at least thirty (30) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE FIVE VOTING

At all meetings, except for the election of directors, members may cast their votes either in person (by ballot) or by proxy. The election of directors shall be only by secret ballot.

At all votes by proxy or ballot, the chairman of the meeting shall immediately prior to the commencement of balloting, appoint a committee of three (3) members who shall act as "Inspectors of Election", and who shall at the conclusion of such balloting, certify in writing to the chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of the meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE SIX ORDER OF BUSINESS

1. Roll call.
2. Reading of the minutes of the previous meeting.
3. Report of officers.
4. Report of Committees.
5. Old and unfinished business.
6. New business.
7. Open to the public.
8. Adjournments.

ARTICLE SEVEN BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of seven (7) members. All directors elected shall be property owners.

Directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization and for a term of one (1) year.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of this organization when it shall be regularly convened by its chairman after the notice to all directors of such meeting.

A majority of the members of the Board of Directors shall constitute a quorum and the meeting of the Board of Directors shall be held regularly each month. Notice of all board meetings shall be given to the members as provided in Florida Statute §720.303(2)(2010) as amended from time to time.

Each director shall have one (1) vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The chairman of the Board of Directors, by virtue of his office shall be President of the organization. The Board of Directors shall select from one of their number a vice president, a secretary and a treasurer.

A director may be removed from office as provided in Florida Statute §720.303(10)(2010), as amended from time to time.

ARTICLE EIGHT OFFICERS

The term of office for officers of the organization shall follow the calendar year from January 1st to December 31st of each year.

The officers of the organization shall be as follows:

President, Vice President, Secretary, Treasurer.

The President shall preside at all membership meetings.

He shall, by virtue of his office, be chairman of the Board of Directors.

He shall present at each annual meeting of the organization, an annual report of the work of the organization.

He shall see all books, reports and certificates as required by law are properly kept or filed.

He shall be one of the officers who shall sign the checks or drafts of the organization.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office, become acting President of the organization with all the rights, privileges and powers as if he had been duly elected President.

The Secretary shall keep the minutes and the records of the organization in appropriate books.

He shall maintain a current roll of the members of the organization.

He shall record any changes in the membership roll.

It shall be his duty to file any certificates required by any statute, federal or state.

He shall give and serve all notice to members of this organization.

He shall be the official custodian of the records (except for financial records) and seal of this organization.

He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.

He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization.

He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be vested in such investments as shall be legal for a savings bank in the State of Florida.

He shall record the receipt of the annual dues assessment.

He shall provide information to the President on the status of the dues collection.

He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically attached to the minutes of the Board of Directors of such meeting.

He shall exercise all duties incident to the office of the Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No director shall for reason of his position be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE NINE SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization, not to extend beyond a one (1) year term without renewal of such contracted service by the Board of Directors of the organization.

ARTICLE TEN COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors.

ARTICLE ELEVEN ASSESSMENTS AND LIENS

11.1 Authority of the Association. The Association, through its Board of Directors, shall have the power and authority to make and collect Assessments as herein set forth.

11.2 Annual Dues. Annual Dues shall be determined annually for the purpose of maintenance and management of the Association and any property owned by the Association (Common Property) and for the purpose of promoting the safety and welfare of the Owners. Without limiting the foregoing, Annual Dues shall be used for payments of: operation, maintenance and management of the Association and the Common Property, property taxes and assessments against and insurance coverage for, the Common Property; legal and accounting fees; management fees; normal repairs and replacements; charges for utilities used upon the Common Property; cleaning services; expenses and liabilities incurred by the Association in the enforcement of its rights and duties against the Members or others; the creation of reasonable reserves; charges for the provision of master antennae or cable television services to the

members; and all other expenses and capital outlays deemed by the Board of Directors of the Association to be necessary for management, maintenance, repair, operation and enforcement.

11.3 Basis and Collection of Annual Dues. The Association through its Board of Directors, shall annually estimate the Common Expenses it expects to incur and the period of time involved therein and shall assess its members sufficient monies to meet this estimate. All lots shall be assessed at a uniform rate to be determined by the Association, so that all lots subject to Annual dues shall be assessed equally. Should the Association at any time determine that the Annual Dues are insufficient to pay the Common Expenses, the Board of Directors shall have the authority to levy and collect additional Annual Dues to meet such needs. Annual Dues shall be collectible in advance monthly, quarterly, semi-annually or annually, as the Board of Directors shall determine.

11.4 Special Assessments. The Association through its Board of Directors, shall have the power and authority to levy and collect a special Assessment from each Member for payment of the following: the cost of construction for capital improvements to the Common Property; the cost of construction, reconstruction, unexpected repair or replacement of a capital improvement, including the necessary fixtures and personal property related thereto; and the expense of indemnification of each director and officer of the Association. All special Assessments shall be at a uniform amount for each lot. A special Assessment shall be collectible in such manner as the Board of Directors shall determine.

11.5 Emergency Special Assessments. The Association through its Board of Directors may levy an emergency Special Assessment when in the sole determination of the Board of Directors, there is a potential danger of damage to persons or property. Emergency Special Assessments may be utilized to pay for preventative, protective or remedial construction, reconstruction, improvements, repairs or replacements. Events justifying emergency Special Assessments include but are not limited to, hurricanes, floods and fires. Emergency Special Assessments shall be collectible in such manner as the Board of Directors shall determine.

11.6 Individual Assessments. The Association, through its Board of Directors, shall have the power and authority to levy and collect an individual Assessment against a particular lot, for cost of maintenance, repairs or replacements within or without the lot, which the Owner thereof has filed or refused to perform, and which failure or refusal has, in the opinion of the Board of Directors violated any of the terms or provisions of the Declaration of Restrictions applicable to the lot or one of the terms or provisions of the Articles of Incorporation, or of the terms and provisions of these By-Laws. The Association shall have a right of entry onto each parcel to perform necessary maintenance, repairs and replacements, including the right to abate or eliminate any nuisance. The individual Assessment may include an administrative fee charged by the Association in an amount to be determined by the Board of Directors in its discretion from time to time which may be in addition to any administrative fee charged for

delinquent accounts. All individual Assessments shall be collected in such a manner as the Board of Directors shall determine.

11.7 Effect of Non-Payment of Assessments. All notices of Annual Dues or other Assessments from the Association to the Members shall designate when the Assessments are due and payable. If an Assessment is not paid on the date when due, it shall then become delinquent and shall bear interest at the maximum rate allowed by the Florida usury law, from the date when due until paid. The Assessment together with interest thereon and the costs of collection thereof including attorney's and administrative fees, shall be a continuing lien against the lot against which the Assessment is made, and shall be the continuing personal obligation of the Owner thereof. If any Assessment, or any installment thereof, shall not be paid within thirty (30) days following the due date, the Association may declare the entire Assessment due and payable. The lien is effective from and after recording a claim of lien in the Public Records of Martin County stating the legal description of the lot, the name of the record owner, the amount claimed to be due and the due dates. The lien shall continue in effect until all sums secured by the lien shall have been fully paid. Such claims of lien may be signed and verified by an officer of the Association or by an Attorney for the Association. Upon full payment, the party making payment shall be entitled to a recordable satisfaction of lien, to be prepared by and recorded at his expense. There shall be added to the amount of the Assessment the costs of collection, including attorney's fees, filing fees, recording fees, interest on the Assessment, and administrative fees charged by the Association. The Association may also at its option, sue to recover a money judgment for unpaid Assessments, without thereby waiving the lien securing the same, and in this event there shall be added to the Assessment the costs of collection listed above.

11.8 Subordination of Lien to Mortgages. All such lien shall be subordinate to any mortgage recorded prior to the date of recording the claim of lien, and all such liens may be foreclosed by suit brought in the name of the Association in the same manner as a foreclosure of a mortgage on real property.

In the event a mortgagee, as holder of a first mortgage of record, shall obtain title to a lot as the result of the foreclosure of such mortgage, or in the event such mortgagee shall obtain title to a lot as the result of a conveyance in lieu of foreclosure of such first mortgage such mortgagee shall only be liable as provided by Florida Statute §720.3085(2010) as amended from time to time for that share of the Common Expenses or Assessments chargeable to the lot, or the Owner thereof, which became due prior to the acquisition of title by such mortgagee and any such unpaid share of Common Expenses, or Assessments, chargeable against any such foreclosed lot, or against any lot transferred in lieu of foreclosure, shall be deemed a Common Expense to be paid in the same manner as other Common Expenses of the Association by all of the lot owners.

11.9 Certificate of Assessments. The Association shall prepare a roster of the lots and Assessments applicable thereto, which shall be kept in the office of the

Association and shall be open to inspection by all members. At the request of an Owner, the Board of Directors shall prepare a Certificate of Assessments signed by an officer of the Association, setting forth whether the Owner's Assessments have been paid or the amount which is due as of the date of the Certificate. As to parties without knowledge of error who rely thereon, such certificates shall be presumptive evidence of payment or partial payment of any Assessment therein stated as having been paid or partially paid.

11.10 Administrative Fee. There may be added to any delinquent Assessment, an Administrative fee in an amount to be determined by the Board of Directors at its discretion from time to time.

ARTICLE TWELVE AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by a majority vote of those members of the Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE THIRTEEN FINES

The Association through its Board of Directors and officers, shall have the authority to enforce by all and every legal means the provisions of the Declaration of Restrictions on Leilani Heights, Phase One, the Amended and Restated Declaration of Protective Covenants covering all of Leilani Heights, Phase II, the Amended and Restated Declaration of Protective Covenants covering all of Leilani Heights, Phase III, the Articles of Incorporation of the Association, as amended, these Bylaws, as amended and the Regulations for the use of the Association Property and lots in Leilani Heights. In addition to all other remedies, the Board of Directors shall have the authority to levy reasonable fines, not to exceed \$100 per violation, against any Member, or any tenant, guest or invitee for violations of the provisions of the Declarations, Articles of Incorporation, Bylaws and Regulations of the Association in accordance with Florida Statute Section 720.305 (2010), as amended from time to time. A fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing, except that fines levied for any such single continuing violation shall not exceed \$1,000 in the aggregate during any calendar year. A fine of \$1,000 or more may become a lien against a Lot.

WE HEREBY CERTIFY that the foregoing Amended and Restated By-Laws of Leilani Heights Homeowners Association, Inc. were duly adopted by the Board of Directors by unanimous written consent on July 7, 2010 which vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 21ST day of JULY 2010.

WITNESSES AS TO PRESIDENT:

Sara Mitchell
Printed Name: Sara Mitchell

Devon Granda
Printed Name: Devon Granda

LEILANI HEIGHTS HOMEOWNERS
ASSOCIATION, INC.

By: Susan Parisi, President

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Instrument was acknowledge before me on JULY 21, 2010, by SUSAN PARISI, as President of Leilani Heights Homeowners Association, Inc. ☒ who is personally known to me, or ☐ who has produced Identification [Type of Identification: _____].



Kathryn Richter
Notary Public

WITNESSES AS TO SECRETARY:

Sara Mitchell
Printed Name: Sara Mitchell

Devon Granda
Printed Name: Devon Granda

LEILANI HEIGHTS HOMEOWNERS
ASSOCIATION, INC.

By: D. J. Harrison
DANNY J. GARRISON Secretary

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledge before me on JULY 19, 2010, by _____, as Secretary of Leilani Heights Homeowners Association, Inc. ☐ who is personally known to me, or ☒ who has produced identification [Type of Identification: DRIVER'S LICENSE].



Kathryn Richter
Notary Public

CORPORATE
SEAL



ARTICLES OF INCORPORATION

OF

LEILANI HEIGHTS HOMEOWNERS ASSOCIATION, INC.

WE, the undersigned, by these Articles do hereby associate ourselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and do certify as follows:

ARTICLE I. NAME

The name of the corporation shall be Leilani Heights Homeowners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II. PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the provisions of Section 617.01, Florida Statutes, as amended from time to time, whereby the owners of land and lots located within Leilani Heights, a subdivision in Martin County, Florida, consisting of one or more phases or individual plats, may join together and by concerted action protect and defend their property by the enforcement of uniform subdivision restrictions, and may own and operate property (including, without limitation, parks, playgrounds, recreation areas, utility areas and other reserved areas, whether environmental or otherwise) for the use, benefit and enjoyment of the membership.

2.2 The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III. POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all those corporate powers of a corporation not for profit provided in Section 617.031, Florida Statutes, as amended from time to time, and not in conflict with the terms of these Articles.

RECEIVED
DEC 13 10 46 AM '73
DEPARTMENT OF STATE
HALLWAY 1000
TALLAHASSEE, FLORIDA

ARTICLE IV. MEMBERS

4.1 Only those parties, whether firms, natural persons, corporations, trusts, estates, or other legal entities, who or which own property in Lellani Heights, a subdivision in Martin County, Florida, consisting of one or more phases or individual plats, may be members of the Association.

4.2 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his property in Lellani Heights.

4.3 Each member shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by each member and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V. DIRECTORS

5.1 The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination shall consist of three Directors. Directors must be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

5.3 The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

5.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE VIII. BYLAWS

8.1 The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

8.2 Upon proper notice the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX. AMENDMENTS

9.1 These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

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

ARTICLE X. TERM

The term of the Association shall be perpetual.

ARTICLE XI. SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Names</u>	<u>Addresses</u>
George Apostolopoulos	410 California Street, Stuart, Florida 33494
Costa Apostolopoulos	639 Bonita Street, Stuart, Florida 33494
Rose Price	841 East 14th Street, Stuart, Florida 33494

IN WITNESS WHEREOF, the subscribers have affixed their hands

STATE OF FLORIDA)
) SS
COUNTY OF MARTIN)

BEFORE ME, the undersigned authority, personally appeared GEORGE
APOSTOLOPOULOS, COSTA APOSTOLOPOULOS and ROSE PRICE, who, after being
duly sworn, acknowledged that they executed the foregoing Articles of
Incorporation for the purposes expressed in such Articles, this 5TH
day of December, 1973.

Carl J. Ewing

Notary Public
State of Florida at Large

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES JUN. 21, 1974
BONDED THROUGH FRED W. CHESTNUT