

**BY-LAWS
OF
ARTISTI AT VENETIAN GOLF & RIVER CLUB PROPERTY OWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

**ARTICLE I
Name and Location**

The name of the corporation is **ARTISTI AT VENETIAN GOLF & RIVER CLUB PROPERTY OWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Neighborhood Association"), and its initial office for the transaction of its affairs shall be 24301 Walden Center Drive, Bonita Springs, FL 34134. Meetings of Members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors (hereinafter referred to as the "Board").

**ARTICLE II
Definitions**

Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Declaration of Covenants and Restrictions for Artisti at Venetian Golf & River Club ("Declaration").

**ARTICLE III
Meeting of Members**

Section 1. **Annual Meetings.** All annual and special meetings of the Neighborhood Association shall be held in Sarasota County, Florida, or at such other place as may be permitted by law and from time to time as fixed by the Board and designated in the notices of meetings.

Section 2. **Notice of Annual Meetings.** Annual meetings of the Members of the Neighborhood Association shall be held in the fourth quarter of each fiscal year. Notice of the meeting, which shall include an agenda, shall be mailed, delivered, or sent by electronic transmission to each Member listed in the membership book of the Neighborhood Association at the street, post office, or electronic mail address (as applicable) shown therein ("Member of Record") not less than 14 days prior to the meeting. Evidence of compliance with this 14-day notice requirement shall be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the Neighborhood Association. In addition to mailing, delivering, or electronically transmitting the notice of any meeting, the Neighborhood Association may, by reasonable rule, adopt a procedure for conspicuously posting and repeatedly broadcasting the notice and the agenda on a closed-circuit cable television system serving the Neighborhood Association. When broadcast notice is provided, the notice and agenda must be broadcast in a manner and for a sufficient continuous length of time so as to allow an average reader to observe the notice and read and comprehend the entire content of the notice and the agenda.

Section 3. **Special Meetings.** Special meetings of the Members, for any purpose or purposes, whether or not specifically required by these By-Laws, the Articles of Incorporation, or the Declaration may be called by the president, secretary, a majority of the Board, or by the Members having 1/10 of the votes of the Class A membership.

Section 4. **Notice of Special Meetings.** No business shall be transacted at any special meeting except as stated in the notice thereof. Notice of all special meetings shall be given by the secretary to Members of Record, or if the secretary shall fail to do so, by the president or Board, not less than 30 nor more than 60 days prior to the date thereof, stating the date, time, and place of the meeting and the purpose or purposes thereof. Notices shall be mailed, delivered, or sent by electronic transmission to each Member listed in the membership book of the Neighborhood Association at the street, post office, or electronic mail address (as applicable) shown therein within the prescribed time or,

in lieu of mailing, delivered by hand to the Members shall suffice. The Secretary shall execute an affidavit that the notice was delivered or mailed in compliance with this section and, once executed the affidavit shall be filed among the official records of the Neighborhood Association.

Section 5. **Quorum.** Members present in person or represented by proxy, entitled to cast at least 1/3 of the votes of the membership of the Neighborhood Association, shall constitute a quorum.

Section 6. **Action Taken at Meeting.** When a quorum is present at any meeting, a majority of the votes duly cast by the Members present at the meeting or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which by express provision of law, the Declaration, the Articles of Incorporation or these By-Laws, a different vote is required, in which case the express provision shall govern and control. If any meeting of Members cannot be organized because a quorum is not present, the meeting may be adjourned by a majority of the Members present in person, until a quorum is present

Section 7. **Order of Business.** The order of business at all meetings shall be as prescribed in the agenda prepared by the Board and submitted to the Members of Record with the notice of each meeting.

Section 8. **Action Without Meeting.** Any action which may be taken by the membership pursuant to a duly called meeting, may be taken without a meeting provided that: a proposal of action to be taken by the Members is mailed to every Member of the Neighborhood Association together with a request for approval or disapproval; and, the Members responding to the proposal ("Responding Members") hold at least 1/3 of the votes of all Members of the Neighborhood Association. A proposed action may be approved by a majority of the votes attributable to the Responding Members unless the proposed action is one which by express provision of law, the Declaration, the Articles of Incorporation or these By-Laws requires a different vote, in which case the express provision as it pertains to voting percentages shall govern and control.

Section 9. **Voting.** The Neighborhood Association has two classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A Members are all Homeowners except Developer. The Class B Members shall be the Developer. Upon termination of Class B membership, as provided by the Declaration, Class A Members are all Homeowners, including the Developer so long as such Developer is a Homeowner. Subject to the provisions of the following paragraph all Members, Class A or Class B, are entitled to cast one vote for each Lot owned; but, as provided in the Articles of Incorporation, the Class B Members are entitled to elect the Neighborhood Association's directors until termination of Class B membership.

If more than one person owns an interest in any Lot, all such persons are Members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file the name of the voting co-owner with the secretary of the Neighborhood Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any Lot is held in a tenancy by the entireties, either tenant is entitled to cast the vote for such Lot unless and until the Neighborhood Association is notified otherwise in writing.

Section 10. **Presiding Officers.** At each meeting of the Members, the president, or in his absence the vice president, shall preside and the secretary, or in his absence the assistant secretary, shall be the secretary for the meeting.

Section 11. **Right to Speak.** Members and Homeowners have the right to attend all membership meetings and to speak at any meeting with reference to all items opened for discussion or included on the agenda (subject to any permissible limitations as provided herein or pursuant to the Act). Notwithstanding any provision to the contrary in the Neighborhood Association's governing documents or any rules adopted by the Board or by the membership, a Member or a Homeowner has the right to speak on any agenda item, provided that the Homeowner submits a written request to speak prior to the meeting (such request shall be delivered to the Neighborhood Association's record office and verified by

the Neighborhood Association secretary prior to commencement of the meeting). The Neighborhood Association may adopt written reasonable rules governing the frequency, duration, and other manner of Homeowner statements, which rules must be consistent with the provisions of this Section.

ARTICLE IV **Directors**

Section 1. **Board of Directors.** Until transfer of control of the Neighborhood Association from the Developer to the non-Developer owners, the affairs of the Neighborhood Association shall be managed by a Board of 3 directors appointed by the Developer. A director must be a Member except that the directors elected by the Class B Members need not be Members and may be the officers and/or employees of the Developer. A Member must satisfy any eligibility requirement outlined in the Act. There shall be at all times a minimum of 3 directors.

Section 2. **Election of Directors.**

(a) Election of directors shall be held at the annual Members' meeting.

(b) The election of directors to be elected by the Class A Members shall be by ballot (unless dispensed by the unanimous vote consent of those Members eligible to vote in person or proxy) and shall be determined by a plurality of the Class A votes cast. There shall be no cumulative voting.

(c) Except as to vacancies provided by removal of directors by Members, all vacancies in the Board occurring between annual meetings of Members, including vacancies created by increasing the size of the Board, shall be filled by the vote of a majority of the remaining directors.

(d) Any directors elected by Class A Members may be removed in accordance with the provisions of the Act. If a vacancy occurs on the Board as a result of the removal of less than a majority of the directors, the vacancy shall be filled by the affirmative vote of a majority of the remaining directors. If vacancies occur on the Board as a result of the removal of a majority or more of the directors, the vacancies shall be filled in accordance with the provisions of the Act.

(e) Notwithstanding the foregoing, the Board shall be elected solely by Class B Members as long as there are Class B Members, with the exception that in the sole discretion of the Class B Members, one director may be elected by the Class A Members after 50% of the Lots have been conveyed to Class A Members.

(f) Any disputes involving the election of directors shall be resolved through the applicable provisions of the Act.

Section 3. **Term of Office.** Unless otherwise provided herein, the term of each director's service shall be one year and until his successor is duly elected and qualified or until he is removed in the manner provided elsewhere herein.

Section 4. **Composition of the Board of Directors.** In accordance with the Articles of Incorporation, the Board appointed and named in said Articles of Incorporation (and their successors appointed by the Developer) shall serve at least until Class A Members are entitled to elect one or more of the directors.

At the meeting of the Members at which transfer of control of the Neighborhood Association to the non-Developer Members occurs, a simple majority of directors shall be elected for a term of office to end at the second subsequent annual meeting of the Members of the Neighborhood Association, and the remaining directors shall be elected for a term of office to end at the subsequent annual meeting of the Members of the Neighborhood Association. Following the initial election of non-Developer Members, subsequent elections to the Board shall be for a 2 year term of office, unless otherwise provided herein. All officers of a corporation owning a Lot shall be deemed to be Members of the Neighborhood Association so as to qualify each to become a director hereof.

Section 5. **Notice of Board Meetings to Members.** Notices of all Board meetings must be posted in a conspicuous place in the Neighborhood at least 48 hours in advance of a meeting, except in an emergency. In the alternative, notice of the Board meeting, which shall include an agenda, shall be mailed, delivered, or sent by electronic transmission to each Member of Record listed in the membership book of the Neighborhood Association at the street, post office, or electronic mail address (as applicable) shown therein not less than 7 days prior to the meeting, except in an emergency. Evidence of compliance with this 7-day notice requirement shall be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the Neighborhood Association. A Member must consent in writing to receiving notice via electronic transmission.

Section 6. **Right of Members to Speak at Board Meetings.** Notwithstanding any provision to the contrary in the Neighborhood Association's governing documents or any rules adopted by the Board or by the membership, a Homeowner has the right to attend all Board meetings (subject to any permissible limitations as provided herein or pursuant to the Act) and to speak on any matter placed on the agenda, provided that the Homeowner submits a written request to speak prior to the meeting (such request shall be delivered to the Neighborhood Association's record office and verified by the Neighborhood Association secretary prior to commencement of the meeting). The Neighborhood Association may adopt written reasonable rules governing the frequency, duration, and other manner of Homeowner statements, which rules must be consistent with the provisions of the Act, and may include a sign-up sheet for Members wishing to speak. Notwithstanding any other law, the requirement that Board meetings and committee meetings be open to the Members is inapplicable to meetings between the Board or a committee and the Neighborhood Association's attorney held for the purpose of (a) discussing personnel matters, (b) proposed or pending litigation, or (c) as otherwise specifically prescribed under the Act.

Section 7. **Annual Meetings.** The annual meeting of the Board may be held at such time and place as shall be determined by the directors, except that such annual directors' meeting shall be held as soon as practicable following the annual Members' meeting. If held at any time other than immediately following the annual Members' meeting, there shall be 3 days notice given by the President personally or by mail, telephone or telegraph, which notice shall state the time and place of the meeting.

Section 8. **Meeting to Determine Assessments.** The General Assessment and any Special Assessment may not be levied at a Board meeting unless a written notice of the meeting is provided to all Members of Record at least 14 days before the meeting, which notice shall include a statement that Assessments will be considered at the meeting and the nature of the Assessments. Written notice of any meeting at which Special Assessments will be considered must be mailed, delivered, or electronically transmitted to the Homeowners and posted conspicuously on the Common Property or broadcast on closed-circuit cable television not less than 14 days before the meeting.

Section 9. **Meeting to Determine Rules and Regulations.** Written notice of any meeting at which rules that regulate the use of Homes in the Neighborhood may be adopted, amended, or revoked must be mailed, delivered, or electronically transmitted to the Homeowners, and posted conspicuously on the Common Property or broadcast on closed-circuit cable television, not less than 14 days before the meeting. A written notice concerning changes to the rules that regulate the use of Homes in the Neighborhood must include a statement that changes to the rules regarding the use of Homes will be considered at the meeting.

Section 6. **Special Meetings.** Special meetings of the directors may be called by the president and must be called by the secretary at the written request of 2/3 of the directors. Not less than 3 days' notice of the meeting shall be given personally or by mail, telephone, telegraph or electronically transmitted, which notice shall state the time, place and purpose of the meeting.

Section 15. **Petition by Members to Board to Address an Item of Business.** If twenty (20) percent of the total voting interests in the Neighborhood Association petition the Board to address an item of business, the Board shall, at its next regular Board meeting or at a special meeting, but not later than 60 days after the receipt of the petition, consider the petitioned item. Written notice of the meeting shall be provided to all Members of Record at least 14 days before the meeting. Such notice shall include

an agenda of items to be considered. Other than addressing the petitioned item at the meeting, the Board is not obligated to take any other action requested by the petition.

Section 7. **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. Attendance at a meeting shall constitute a waiver of notice.

Section 8. **Quorum and Voting.** A quorum at directors' meetings shall consist of a majority of the entire Board. The acts approved by a majority of directors shall constitute the acts of the Board except when approval by a greater number of directors is required by the Declaration, the Articles of Incorporation, these By-Laws, or the laws of the State of Florida.

Section 9. **Adjourned Meetings.** If at any meeting of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 10. **Joinder in Meeting by Approval of Minutes.** The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum.

Section 11. **Presiding Officer and Secretary for Meetings.** The presiding officer of the directors' meetings shall be the chairman of the Board if such an officer has been elected; and if none, the president shall preside. In the absence of the presiding officer, the directors present shall designate one of their number to preside. The secretary of the Neighborhood Association shall be the secretary for meetings of the directors, unless absent, in which case the directors shall designate one of their members to act as secretary for the meeting.

Section 12. **Compensation.** No director, officer or committee member shall receive compensation for any service rendered to the Neighborhood Association in such capacity, nor may such person benefit financially in any way from service to the Association as defined by the Act. However, any director, officer or committee member may be reimbursed for actual expenses incurred in the performance of Neighborhood Association duties, and this provision shall not preclude a person who is also a director, officer or committee member to receive compensation in exchange for other services rendered to or on behalf of the Neighborhood Association in a capacity other than as a director, officer or committee member.

Section 13. **Committees.** The Board may from time to time appoint such committees and delegate such duties and powers thereto as it may deem advisable.

Section 14. **Attendance by Telephone.** Any member or members of the Board shall be deemed present and voting at a meeting of such Board if said member or members participate in the meeting by means of a conference telephone or similar communications equipment or device enabling all persons participating in the meeting to hear each other.

Section 15. **Action Without Meeting.** Any action required or permitted to be taken at any meeting may be taken without a meeting if written consent to the action signed by all the members of the Board is filed with the minutes of the proceedings of the Board.

Section 16. **Powers.** The Board shall have the powers set forth in the Declaration and the Florida Not-For-Profit Corporation Act, including but not limited to the power to:

(a) adopt and promulgate rules and regulations governing the Neighborhood or contemplated by the Declaration, and to establish penalties for the infraction thereof (a rule shall be deemed promulgated when a copy thereof is furnished to each Member in person or mailed to each such Member at the address on the records of the Neighborhood Association);

(b) suspend the voting rights and other rights of a Member during any period in which such Member shall be in default in the payment of any Assessment levied by the Neighborhood Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of promulgated rules and regulations;

(c) exercise for the Neighborhood Association all powers, duties and authority vested in or delegated to this Neighborhood Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration, including the establishment of the Assessments provided for in the Declaration; and

(d) employ a manager, or such other independent contractors or employees as they deem necessary, and to prescribe their duties.

Section 17. **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 and to present an oral or written statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by $\frac{1}{4}$ of the Class A Members who are entitled to vote;

(b) supervise all officers, agents and employees of the Neighborhood Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the Assessments against each Lot;

(2) exercise the duties of the Board as set forth in the Declaration and enforce the restrictions and covenants contained therein; and

(3) take appropriate and timely action against Members whose Assessments are in default;

(d) issue, or to cause an appropriate officer to issue, upon demand by a Member, First Mortgagee, or his or her designee, a certificate setting forth whether or not any Assessment any other moneys owed to the Neighborhood Association have been paid with respect to the Lot in accordance with the requirements of the Act. A reasonable charge may be made by the Board for the issuance of these certificates. The Neighborhood Association may charge a fee for the preparation of such a certificate and the amount of such fee must be stated on the certificate. If a certificate states an Assessment or other monetary obligation has been paid, such certificate shall be conclusive evidence of such payment;

(e) cause all officers or employees having fiscal responsibilities to be bonded, if such bonding may be deemed appropriate; and

(f) perform such other acts as may be required of a board of directors under the Florida Not-For-Profit Corporation Act.

ARTICLE V **Officers**

Section 1. **First Officers.** In accordance with the Articles of Incorporation, the first officers of the Neighborhood Association named and appointed in such Articles of Incorporation shall serve until their qualified successors are elected by the Board.

Section 2. **Executive Officers.** The executive officers of the Neighborhood Association shall be a president, who shall be a director, a vice president, who shall be a director, a treasurer-secretary and other officers as shall be elected by the Board. Except as provided in Section 1 of

this Article, such officers shall be elected annually by the Board. Officers need not be Homeowners and the officers and employees of the Developer may be officers of the Neighborhood Association. The Board from time to time may elect such assistant or other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Neighborhood Association. Each officer shall serve until a qualified successor is elected by the Board. The Board, by a 2/3 affirmative vote, from time to time may remove an officer with or without cause and fill such vacancy so created.

Section 3. **President.** The president shall be the chief executive officer of the Neighborhood Association. He shall have all of the powers and duties that are usually vested in the office of president of an Neighborhood Association, including but not limited to the power to appoint committees from among the Members from time to time, as he in his discretion may determine appropriate, to assist in the conduct of the affairs of the Neighborhood Association.

Section 4. **Vice-President.** The vice-president, in the absence or disability of the president, shall exercise the powers and perform the duties of the president. He also shall assist the president generally and exercise such other powers and perform such other duties as shall be prescribed by the directors.

Section 5. **Secretary.** The secretary shall keep the minutes of all proceedings of the directors and Members. He shall attend to the giving and serving of all notices to the Members and directors and others that are required by law. He shall have custody of the seal of the Neighborhood Association and affix it to any instruments requiring a seal when duly signed. He shall keep the records of the Neighborhood Association including the membership book, except those of the treasurer unless the secretary is also the treasurer of the Neighborhood Association. The secretary shall perform all other duties incident to the office of secretary of a corporation and as may be required by the Board of Directors or the President. Any assistant secretary elected shall perform the duties of the secretary when the secretary is absent.

Section 6. **Treasurer.** The treasurer shall have custody of all property of the Neighborhood Association including funds, securities and evidences of indebtedness. He shall keep the books of the Neighborhood Association in accordance with good accounting practices, and he shall perform all other duties usually incident to the office of treasurer.

Section 7. **Compensation.** No officer shall receive any compensation by reason of his office; provided, however, that nothing herein shall preclude the Board from employing an officer as an employee of the Neighborhood Association or preclude the contracting with an officer for management services.

Section 8. **Proviso.** Notwithstanding any provisions to the contrary in these By-Laws, the Association shall maintain separate accounting records for each Association account, shall keep such records according to good accounting practices, and shall open such records for inspection by Homeowners or their authorized representatives. The records of the Association (other than those records noted in the Act as not accessible) are available to be inspected by a Homeowner or their authorized representatives during normal business hours, and upon reasonable notice and in a reasonable manner, to inspect the books, records, and papers of the Association. The Association may adopt reasonable written rules governing the frequency, time, location, notice, records to be inspected, and manner of inspections in accordance with the Act. In the event the Board designates a management firm to operate the Association, said management firm shall be required to follow the aforesaid provisions.

ARTICLE VI **Fiscal Management**

Section 1. **Depositories.** All funds of the Neighborhood Association shall be deposited in the name of the Corporation in such bank, banks or other financial institutions as the Board may from time to time designate, and shall be drawn out on checks, drafts or other orders signed on behalf of the Neighborhood Association by such person or persons as the Board may from time to time designate.

Section 2. **Contracts, Etc.** Except as otherwise specifically provided by these By-Laws, all contracts, agreements, deeds, bonds, mortgages and other obligations and the instruments shall be signed on behalf of the Neighborhood Association by the president or by such other officer, officers, agent or agents as the Board may from time to time by resolution provide, and shall be entered into in accordance with the Act.

Section 3. **Budget.** The Board shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the Neighborhood Association expenses and to provide and maintain funds for the appropriate accounts according to good accounting practices. Such budget shall be adopted prior to, and a copy shall be distributed at, the annual Members' meeting next preceding the fiscal year for which the budget shall apply.

Section 4. **Assessments.** As more fully provided in the Declaration, each Member is obligated to pay the Assessments against the Lot.

Section 5. **General Assessment.** The Board shall adopt the General Assessment as provided for in the Declaration. The initial level of the General Assessment until changed by action of the Board shall be Four Hundred Thirteen and 01/100 Dollars (\$413.01) per Lot per quarter. The adoption of these By-Laws is action of the Board to fix and establish the General Assessment at Four Hundred Thirteen and 01/100 Dollars (\$413.01) per Lot per quarter.

Section 6. **Special Assessments.** As contemplated by the Declaration, Special Assessments may be adopted by the Neighborhood Association to meet expenses which exceed the budget adopted by the Board of Directors. Such Special Assessments shall be adopted and levied upon approval of a majority of the votes cast by the Members present at a special meeting called for that purpose.

Section 7. **Landscaping Assessments.** Landscaping Assessments shall be levied against a Lot in accordance with the applicable provisions of the Declaration.

Section 7. **Specific Assessments.** Specific Assessments shall be levied against a Lot in accordance with the applicable provisions of the Declaration.

Section 8. **Financial Report.** The Treasurer of the Association shall report the financial status of the Association to the Members 90 days following the end of the fiscal year in accordance with the financial reporting requirements of the Act.

Section 9. **Suspensions and Fines.** Suspension of use rights and the levying of fines by the Neighborhood Association shall occur in accordance with the applicable provisions of the Declaration.

ARTICLE VII **Amendments**

These By-Laws may be altered, amended, or rescinded by the affirmative vote of 2/3 of the Board, and after notice to the Members, by a majority of the total Class A voting interests in the Neighborhood Association, and the unanimous vote of the Class B Members, present at any regular or special meeting of the membership.

Notwithstanding the foregoing, (a) no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to the Developer without the written consent of the Developer as long as Developer shall own any Lots in the Neighborhood, and (b) no amendment which will affect any aspect of the surface water management system located on the Property shall be effective without the prior written approval of the Southwest Florida Water Management District.

ARTICLE VIII **Miscellaneous**

Section 1. The fiscal year of the Neighborhood Association shall be the calendar year.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

Section 3. All issues or disputes which are recognized by the Act or by administrative rules promulgated under the Act as being appropriate or required for dispute resolution shall be submitted to such dispute resolution procedures contained in the Act prior to institution of civil litigation.