

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

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

ARTICLE I
IDENTITY AND DEFINITIONS

The Association has been organized for the purpose of promoting the health, safety and welfare of the owners of lots located within that portion of “The Landings” known and referred to as “The Landings – Unit one” and for performing all duties assigned to it under the provisions of the “Declaration of Restrictions for Lots in The Landings – Unit One” and the ‘Declaration of Maintenance Covenants and Restrictions on the Commons for The Landings.’ The terms and provisions of these Bylaws are expressly subject to the Articles of Incorporation of the Association and to the terms, provisions, conditions and authorizations contained in said Declaration of Restrictions and said Declaration of Maintenance Covenants.

All words and terms used herein which are defined in said Declaration of Restrictions or said Declaration of Maintenance Covenants shall be used herein with the same meanings as defined in said Declarations.

ARTICLE II
LOCATION OF PRINCIPAL OFFICE

The principal office of the Association shall be located at such place as may be established from time to time by resolution of the Board of Directors of the Association.

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 Article IV and Article V of the Association’s Articles of Incorporation.

2. A quorum at any meeting of the Association’s members shall consist of persons entitled to cast votes representing more than thirty percent (30%) of the total votes of the Association as determined in the manner set forth in Article V of the Association’s Articles of Incorporation.

3. Where an individual lot is owned by more than one person, the vote to which such lot 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 lot is entitled, said vote shall be apportioned equally among such of the joint owners as cast the vote.

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

5. The number of votes to which any member is entitled at any meeting of members shall be determined as of the date fixed by the Board of Directors as the record date for such meeting, provided that such record date shall not be more than sixty (60) days or less than thirty (30) days prior to the date of such meeting. In the event, the Board of Directors does not set a record date for any meeting of members,

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the record date for such meeting shall be the date which is forty-five (45) days prior to the date of such meeting. The determination of the number of votes to which any member is entitled as of the record date shall be final, and no conveyance or acquisition of any lot arising after such record date shall be taken into consideration in determining the number of votes to which such member is entitled at such meeting.

6. Except where otherwise required by the provisions of the Articles of Incorporation, these Bylaws, or the aforesaid Declaration of Restrictions, 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 Association represented at any duly called members' meeting at which a quorum is present shall be necessary for approval of any matter and shall be binding upon all members.

7. The Association shall be entitled to give all notices required to be given to the members of the Association by these Bylaws, the Articles of Incorporation, said Declaration of Restrictions, or said Declaration of Maintenance Covenants to the person or entity shown by the Association's records to be entitled to receive such notices at the last known address shown by the records of the Association, until the Association is notified in writing that such notices are to be given to another person or entity or at a different address.

ARTICLE IV

ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

1. An annual meeting of the membership of the Association 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 the Landings Racquet Club, 5350 Landings Boulevard, Sarasota, Florida at 7:00 p.m. Eastern Standard Time on the second 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 Association shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors. Such meeting must be called by such officers upon receipt of a written request from members of the Association whose votes represent more than one-half of the total votes of the Association.

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

4. 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 said Declaration of Restrictions, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

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

6. The Association may conduct elections and other membership votes through an internet-based online voting system if a member consents, in writing, to online voting subject to the requirements of Florida Statutes Chapter 720 as amended. A member voting electronically pursuant to this section shall be counted as being in attendance at the meeting for purposes of determining a quorum. A member's consent to online voting is valid until the member opts out of online voting pursuant to procedures established by the Board.

ARTICLE V

BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors consisting of seven (7) Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three (3) or more than nine (9) Directors. The Directors shall be members of the Association, but need not be residents of the State of Florida. A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

2. 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 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.

3. On December 1st of each year, the Board of Directors shall publish a notice stating the number of Directors to be elected at the upcoming Annual Meeting and encouraging potential candidates for election to the Board to submit materials for consideration by the members of the Association. The notice of the annual meeting shall contain the names of those nominees submitted to the Board of Directors and any information about them which the Board of Directors deems appropriate, together with a proxy.

4. 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.

5. Any Director who shall fail to attend three successive meetings of the Board of Directors after the enactment of this paragraph shall be deemed to have resigned as a Director and the vacancy so caused shall be filled as specified in Section 2 of this Article. Nothing herein shall preclude the re-appointment of the Director who shall be deemed to have resigned to fill such vacancy.

ARTICLE VI

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

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

(d) To adopt and publish rules and regulations governing the use of any Limited Private Road and any Neighborhood Common Areas, or any portion thereof, in "The Landings –Unit One" and, also, governing the personal conduct of the members and their guests thereon, including reasonable admission charges if deemed appropriate.

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

(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 Association all powers, duties and authority vested in or delegated to this Association, except those reserved to members in the said Declaration of Restrictions or in the Articles of Incorporation of the Association.

(h) To fine

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

ii. The Board of Directors shall appoint a Covenants Enforcement Committee which committee may include members of the Board 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 Declaration of Restrictions on Lots in the Landings, Unit One, the Articles of Incorporation, these Bylaws, or the rules and regulations of the Association. In the event the Covenants Enforcement Committee determines that such probable cause exists, it shall report same to the Board of Directors. The Covenants Enforcement Committee may contact the owner either in writing, by telephone or by personal appearance, to request that remedial action be taken and to stipulate to a deadline for same.

iii. If no action is taken by the stipulated deadline, the Board of Directors or its designated agent shall thereupon provide written notice by regular U.S. Mail (not certified or registered) to the person alleged to be in violation, and the owner of the home which that person occupies, or to which that person is 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 subdivision documents allegedly violated and a short and plain statement of the matters asserted by the Association. The Notice shall allow the offending party a final opportunity to cure the violation and an agreement to not knowingly engage in the same violation in the future. Proof of such cure may be required by the Board of Directors. The 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 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 acknowledgment and promise and performance in accordance therewith, shall terminate further enforcement activity by the Association with regard to the violation. The Notice shall advise the offending party that in the event the offending party fails to cure the violation by the stipulated deadline provided in this second notice, the offending party is simultaneously advised that a fine has been proposed by the Board for failure to cure the violation, the amount of the fine to the date of the letter, the method of payment, and that the offending party has the right to a hearing before a hearing panel who will make the determination whether to levy the proposed fine. The date, time and location of the hearing may be included in this Notice or sent under separate cover. No hearing may be held unless at least fourteen (14) days notice is given. Notice of the hearing shall be sent by regular U.S. Mail (not certified or registered). The 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

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separate fine, not to exceed One Hundred (\$100.00) Dollars for each offense provided the total amount of fines shall not exceed Two Thousand Five Hundred (\$2,500.00) Dollars exclusive of interest, costs and attorney's fees.

iv. In accordance with Florida law, section 720.305(2), Fla. Stat., the hearing shall be conducted before at least three (3) non-board members who shall be appointed by the Board and who will constitute the Hearing Panel. None of the Hearing Panel members may be officers, directors, or employees of the Association, or the spouse, parent, child, brother, or sister of an officer, director or employee of the Association. The offending party shall have a reasonable opportunity to present evidence to the Hearing Panel. The Board of Directors or its agent may present evidence to the Hearing Panel. Any party to the Hearing may bring witnesses and may be represented by counsel. The decision of the Hearing Panel shall be final. The decision of the Hearing Panel shall be sent in writing to the offending party by regular U.S. mail (not certified or registered) to the address reflected in the Association records. No fine shall be imposed unless a majority of the Hearing Panel agrees to the proposed fine.

v. If the Hearing Panel votes to approve a proposed fine, the fine pursuant to this section shall be assessed against a home which the violator occupied or was visiting at the time of the violation, whether or not the violator is an owner of that home, and shall be promptly paid to the Association by the owner of that home. The owner shall be liable for attorney's fees and costs incurred by the Association incident to the levy or collection of the fine, including appellate proceedings. The liability for attorney's fees shall be applicable if the Association attorney has been consulted on the matter for collection of the fine or any other ancillary issues related thereto and there is no requirement that a lien must be filed for the Association to be entitled to its attorney's fees. Unpaid fines of One Thousand Dollars (\$1,000.00) or greater may become a lien against the Owner's Lot and said lien may be foreclosed as set forth in the Association documents or as provided under Florida law, Chapter 720, Fla. Stat., as amended. If a member is more than 90 days delinquent in paying any fee, fine, or other monetary obligation due to the association, the Association may suspend the rights of the member, or the member's tenant, guest, or invitee, to use common areas and facilities until the fee, fine, or other monetary obligation is paid in full. The Association may suspend the voting rights of a parcel or member for the nonpayment of any fee, fine, or other monetary obligation due to the association that is more than 90 days delinquent. The Association may also elect to institute legal proceedings by filing an action in the appropriate Court and it is hereby specifically recognized that the relief set forth herein does not exclude other remedies provided by law.

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 subdivision documents including but not limited to legal action for damages or injunctive relief. In the event such other means are pursued, the Association 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 Association, and to see that their duties are properly performed.
- (c) With reference to assessments of the Association:
 - (1) To fix the amount of the assessment against each member for each fiscal year in accordance with the provisions of said Declaration of Restrictions, the Articles of Incorporation, and these Bylaws; and
 - (2) To prepare a roster of the members and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member; and,
 - (3) To send written notice of each assessment to every member subject thereto.

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(d) To issue or to cause an appropriate officer to issue, upon demand by any authorized person, a certificate in recordable form setting forth whether any assessment has been paid; and, if not, the amount then due and owing. Such 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 Association property, real or personal.

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

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

ARTICLE VII

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 is provided by appropriate resolution of the Board of Directors.

3. Special meetings of the Board of Directors shall be held when called by an officer of the Association or by any two Directors.

4. Notice of regular or special meetings of the Board shall be given to each Director, personally or by mail, telephone or telegram, at least three (3) days prior to the day named for such meeting, which notice shall state the time and place of the meeting and, as to special meetings, the purpose of the meeting, unless such notice is waived. Notice by electronic transmission in a manner authorized by law for meetings of the Board of Directors to any director who has provided a facsimile number or e-mail address to the Association to be used for such purposes; however, a director must consent in writing to receiving notice by electronic transmission.

5. 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.

6. 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 electronically attend no more than for (4) times per year.

ARTICLE VIII

OFFICERS

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

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2. All of the officers of the Association shall be elected by the Board of Directors at the annual meeting of the Board of Directors. If the election of such officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified, or until his earlier 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; except that if an officer is removed by the Board, such removal shall, be in accordance with the contract rights, if any, of the officer so removed.

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

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

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

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

ARTICLE IX

FISCAL MANAGEMENT

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

1. The fiscal year of the Association 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 Association, and shall levy an annual assessment based thereon against each lot in "The Landings – Unit One" owned by members of the Association. The adoption of a budget shall not, however, be construed as restricting the right of the Board of Directors, at any time in their sole discretion, to levy any additional or special assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation, maintenance, and management; in the event of emergencies; or in the event the Association's reserves are insufficient to cover expenditures for capital improvements or replacements.

3. Notices of the annual assessment applicable to each individual lot subject thereto, together with a copy of the budget as adopted by the Board of Directors, shall be transmitted to each member on or before December 1 of the year prior to the fiscal year for which the budget is made, and such assessment shall be due and payable on or before January 1 of such fiscal year and shall become delinquent after such date.

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

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

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

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

ARTICLE X

OFFICIAL SEAL

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

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

ARTICLE XI

BOOKS AND RECORDS

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

ARTICLE XII

AMENDMENTS

These Bylaws may be altered, amended or repealed by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors provided that the proposed alteration, amendment or repeal is contained in the notice of such meeting.

The foregoing were adopted as the Bylaws of The Landings Homeowners Association, Inc., a Corporation Not For Profit under the laws of the State of Florida, on October 10, 2019.