

**BYLAWS
OF
VENETIA COMMUNITY ASSOCIATION, INC.**

ARTICLE I

Identity

Section 1. Name. The name of the corporation is Venetia Community Association, Inc. (the "Association").

Section 2. Principal Office. The initial principal office of the Association is at 7000 South Tamiami Trail, Venice, Florida 34293.

Section 3. Adoption. These Bylaws have been adopted as the Bylaws of the Association.

Section 4. Definitions. Terms used in these Bylaws which are defined in the Declaration of Covenants, Conditions and Restrictions for Venetia (the "Declaration") shall have the same meaning in these Bylaws as in the Declaration.

ARTICLE II

Powers and Duties of the Association

The Association shall have all powers granted to it by Florida law, the Declaration, the Articles of Incorporation, and these Bylaws, all of which shall be exercised by its Board of Directors unless the exercise thereof is otherwise restricted in the Declaration, the Articles, these Bylaws or Florida law.

ARTICLE III

Membership

The Association shall have the following two (2) classes of membership: Class "A" Members and Class "B" Members, as described in the Declaration. Each Owner of a Lot other than Developer shall be a Class "A" Member of the Association. Class "A" Members shall have the right to vote only on Association matters requiring a Membership vote pursuant to the Declaration, Articles of Incorporation, Bylaws, or Florida law. The Class "B" Membership shall exist prior to Turnover and shall be held by Developer for Lots which it owns.

ARTICLE IV

Meetings of the Members

Section 1. Date and Place of Meetings. Meetings of the Members shall be held on the date and at the place designated by the Board of Directors.

Exhibit "D"

Section 2. Annual Meeting of Members. An annual meeting of the Members shall be held each year in May, or such other time as the Board of Directors may set by resolution. Subject to Article V, at each annual meeting, the Members shall elect the Board of Directors of the Association and may conduct such other business as may be properly brought before the meeting.

Section 3. Special Meetings. The President of the Association may call special meetings of the Members. In addition, it shall be the duty of the President to call a special meeting of the Members if so directed by resolution of a majority of the Board of Directors or, if after the Turnover, upon a petition signed by at least ten percent (10%) of the voting interests. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of the Members shall be delivered, either personally or by mail, to each Member, not more than fifty (50) nor less than fourteen (14) days before the date of such meeting, by or at the direction of the President or the Secretary. In addition, such notice shall be posted in a conspicuous place within the Property on the date of its mailing to the Members.

Section 5. Quorum. Except as otherwise provided in these Bylaws or in the Declaration, the presence in person or by proxy of the voting interests representing thirty percent (30%) of the total votes in the Association shall constitute a quorum at all meetings of the Association.

Section 6. Adjournment of Meetings. If any meeting of Members cannot be held because a quorum is not present, a majority of the voting interests who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted. If a time or place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed in Section 4.

Section 7. Vote Required. When a quorum is present at any meeting, a majority of the voting interests represented (in person or by proxy) at such meeting shall decide any question brought before the meeting, unless the Declaration, the Articles of Incorporation, these Bylaws, or any applicable law provides otherwise.

Section 8. Proxies. Members may vote by proxy, provided the form of proxy is subject to the reasonable approval by the Board of Directors. In lieu of proxies, sealed ballots may be utilized for election of directors.

Section 9. Conduct of Meetings. The President shall preside over all meetings of the Association and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions which occurred at the meeting.

ARTICLE V

Election of Board of Directors

Section 1. Number of Directors. The governance and administration of the affairs of the Association shall be vested in a Board of Directors. The number of directors of the Association shall be not less than three (3) nor more than nine (9). The initial Board shall consist of the three (3) persons named in the Articles of Incorporation.

Section 2. Election or Appointment of Directors. Until the first annual meeting of Members after the conveyance of ninety percent (90%) of the Lots in all phases to Owners (other than Merchant Builders), or at such earlier date as determined in the sole discretion of the Developer (the "Turnover Date"), the Developer shall have the right to appoint all of the Members of the Board of Directors. At the first annual meeting of Members to occur after the Turnover Date, the Board shall be established at an odd number equal to the number of directors to be elected by the Members, which number shall be no more than nine (9). The Developer shall call a meeting within sixty (60) days of the Turnover at which the following shall occur: (a) the existing directors shall resign; (b) the Members shall elect the directors as described in Section 4; and (c) the Class "B" Membership shall terminate and be converted to a Class "A" Membership. The Developer may, in its sole and absolute discretion, permit the Members to elect a portion of the directors earlier than the Turnover Date.

Directors elected by the Members at the Turnover meeting and each annual meeting thereafter shall serve for annual terms and shall be elected by the Members at large.

In addition to any directors elected by the Members, the Developer shall have the right to appoint one (1) director until such time as ninety-five percent (95%) of the Lots in all phases of Venetia are conveyed to persons other than Merchant Builders.

Section 3. Qualifications for Election. Except with respect to directors appointed by the Developer, all directors shall be Members or the spouse of a Member.

Section 4. Directors Election. Prior to the Turnover, the Developer shall appoint all directors. After Turnover all of the directors shall be elected by the Class "A" Members, except for the director appointed by Developer.

Section 5. Nomination of Directors. Immediately prior to the Turnover meeting and prior to each annual meeting thereafter, the Members may nominate Members for election by filing a petition signed by a minimum of ten (10) Owners in good standing.

The names of any nominees, after having been certified by the Secretary or any other officer, that they are qualified for election and have been nominated in accordance with the provisions of these Bylaws, shall be included in any proxy mailing to the Members. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes.

Nominations may also be made from the floor at the annual meeting of Members.

Section 6. Removal of Directors and Vacancies. Any director appointed by the Developer may be removed, with or without cause, only by the Developer. Any director elected by the Members may be removed, with or without cause, by the majority vote of the voting interests who were entitled to elect such director. Upon removal of a director, a successor shall be elected by the party entitled to elect or appoint the director so removed to fill the vacancy for the remainder of the term of such director.

Any director who has three (3) consecutive unexcused absences from Board meetings, as determined by the Board, or any elected director who is delinquent in the payment of any Assessment or other charges due the Association for more than thirty (30) days, may be removed by a majority of the directors present at a regular or special meeting at which a quorum is present, and a successor may be appointed by the remaining directors. In the event of the death, disability, or resignation of a director elected by the Members, the members of the Board may elect a successor to fill the vacancy for the remainder of the term of such director. The Developer shall replace its appointed directors upon death, disability, removal or resignation.

Section 7. Compensation. No director shall receive a salary or any other compensation whatsoever from the Association for acting as such, but shall be entitled to be reimbursed for expenses reasonably incurred on behalf of the Association.

Section 8. Fiduciary Duty. The directors shall act in good faith in a manner they reasonably believe to be in the best interests of the development of Venetia and the purpose of the Association.

ARTICLE VI Meetings of the Board of Directors

Section 1. Organizational Meeting. The organizational meeting of the Board of Directors shall be held within ten (10) days after the annual meeting of the Members at such time and place as shall be fixed by the Board of Directors.

Section 2. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors, but commencing with the Turnover, at least four (4) regular meetings shall be held during each fiscal year, with at least one (1) per quarter; provided, however, that the annual meeting shall constitute a regular meeting. Notice of the time and place of any meeting shall be posted in a conspicuous place within Venetia at least forty-eight (48) hours prior to the time of the meeting, unless the

meeting is an emergency special meeting. In the alternative, notice of the meeting may be mailed or delivered to all Members at least seven (7) days in advance of the meeting. At such time as the Association has 100 or more members, notice of meetings of the Board of Directors may be published, or in the alternative, the Board may provide Members with a pre-arranged schedule of meetings of the Board.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held when called by written notice signed by the President or by any three (3) directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The giving of notice of any special meeting shall comply with the notice provisions set forth in Section 2 of this Article VI.

Section 4. Meetings Concerning Assessments. An assessment may not be levied at a board meeting unless the notice of the meeting includes a statement that Assessments will be considered and the nature of the Assessments.

Section 5. Quorum of Board of Directors. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. If any meeting of the Board of Directors cannot be held because a quorum is not present, a majority of the directors who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the date the original meeting was called. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted provided that notice of such reconvened meeting shall comply with the notice provisions set forth in Section 2 of this Article VI.

Section 6. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors and the Secretary shall keep a minute book containing written records of meetings of the Board of Directors, recording therein all resolutions adopted by the Board of Directors and all transactions and proceedings occurring at such meetings as well as a notation as to any Director who abstained from voting or voted contrary to the prevailing opinion. No votes at any Board of Directors meeting may be by proxy or secret ballot, except that secret ballots may be utilized in the election of officers.

Section 7. Open Meetings. All meetings of the Board shall be open to all Members, but Members other than directors may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a director and granted by the President. In such case, the President may limit the time any Member may speak.

Section 8. Telephone Meetings. Any regular or special meeting of the Board of Directors may be held by telephone conference, at which each participating director and any member in attendance can hear and be heard by all other participating directors.

ARTICLE VII

Officers

Section 1. Officers. The officers of the Association shall be a President and Vice President and a Secretary and Treasurer to be elected from among the members of the Board. The Board of Directors may appoint such other officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary, or President and Treasurer.

Section 2. Election, Term of Office and Vacancies. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors during a fiscal year. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Removal. Any officer may be removed by a majority vote of the Board of Directors in the sole discretion of the Board and the removal of a director who also is an officer shall automatically act as a removal from such director's position as an officer.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at a later time specified in the notice and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE VIII

Duties of Officers

The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as are from time to time specifically conferred or imposed by the Board of Directors.

Section 1. President. The President shall be the chief executive officer of the Association and shall:

- (a) Act as presiding officer at all meetings of the Members and the Board of Directors.
- (b) Call special meetings of the Members and the Board of Directors.
- (c) Sign, with the Secretary or Treasurer, if the Board of Directors so requires, all checks, contracts, promissory notes, leases, subleases and other instruments on behalf of the Association, except those which the Board of Directors specifies may be signed by other persons.

- (d) Perform all acts and duties usually required of a chief executive to ensure that all orders and resolutions of the Board of Directors are carried out.
- (e) Act as an ex-officio member of all committees and render an annual report at the annual meeting of Members.

Section 2. Vice President. The Vice President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. The Vice President also shall assist the President generally, and exercise other powers and perform other duties as shall be prescribed by the directors.

Section 3. Secretary. The Secretary shall have the following duties and responsibilities:

- (a) Attend all regular and special meetings of the Members and the Board of Directors and keep all records and minutes of proceedings thereof or cause the same to be done.
- (b) Have custody of the corporate seal, if any, and affix the same when necessary or required.
- (c) Attend to all correspondence on behalf of the Board of Directors, prepare and serve notice of meetings and keep membership books.
- (d) Have custody of the minute book of the meetings of the Board of Directors and Members and act as agent for the transfer of the corporate books.

Section 4. Treasurer. The Treasurer shall:

- (a) Receive monies as shall be paid into the Treasurer's hands for the account of the Association and disburse funds as may be ordered by the Board of Directors, taking proper vouchers for disbursements and be custodian of all contracts, leases, and other important documents of the Association which shall be kept or caused to be kept safely deposited.
- (b) Supervise the keeping of accounts of all financial transactions of the Association in books belonging to the Association, and deliver the books to the Treasurer's successor, prepare and distribute to all of the members of the Board of Directors prior to each annual meeting, and whenever else required, a summary of the financial transactions and condition of the Association from the preceding year; make a full and accurate report on matters and business pertaining to the office of Treasurer to the Members at the annual meeting and make all reports required by law.

- (c) The Treasurer may have the assistance of an accountant or auditor, who shall be employed by the Association. In the event the Association enters into a management agreement, it shall be proper to delegate any or all of the Treasurer's functions to the management agent as is deemed appropriate by the Board of Directors.

ARTICLE IX

Committees

Section 1. Standing Committees. Each year after the Turnover, the President, subject to the approval of the Board of Directors, shall designate the chairman and members of each of the following committees:

- (a) Grounds Committee. The Grounds Committee shall advise the Board of Directors on matters concerning maintenance of the Common Property. No live trees shall be moved from the Common Property nor shall any alteration or improvement be made to the Common Property except with the approval of the Board of Directors.
- (b) Newsletter Committee. The Newsletter Committee shall supervise and control the preparation of a periodic newsletter for distribution to all Members.
- (c) Legal and Bylaws Committee. The Legal and Bylaws Committee shall be charged with the publication and interpretation of the Rules and Regulations, Bylaws, and Declaration, and generally with all matters of a legal nature pertaining to the Association.

Section 2. Ad Hoc Committees. The President, subject to the approval of the Board of Directors, may from time to time appoint such ad hoc committees, with such powers and composition as the President, with the approval of the Board of Directors shall determine.

Section 3. Powers of Committees. The several committees shall act only as committees, and the individual members thereof shall have no power or authority to act on behalf of the Board of Directors or the Association. All committees shall be advisory only, and shall report to and be under the supervision of the Board of Directors. Committee members may be removed, with or without cause, upon majority vote of the Board of Directors.

Section 4. Committee Meetings. All meetings of any committee of the Association shall be open to all Members. Notice of the time and place of any committee meeting shall be posted in a conspicuous place within Venetia at least forty-eight (48) hours prior to the time of the meeting. In the alternative, notice of the meeting may be mailed or delivered to all Members at least seven (7) days in advance of the meeting. At such time as the Association has one hundred (100) or more Members, notice of committee meetings may be published or in the alternative each committee may provide Members with a pre-arranged schedule of meetings.

ARTICLE X

Election of Neighborhood Committees

Section 1. Neighborhood Committees and Neighborhood Meetings. Within sixty (60) days after the Turnover Date, the Board of Directors shall convene a meeting of the Members within each Neighborhood. The presence in person, or by proxy, of fifty-one percent (51%) of the Members at a Neighborhood Meeting shall constitute a quorum. At the first meeting and each yearly meeting thereafter, the Members will elect a Neighborhood Committee for purposes of conducting Neighborhood Meetings. After the first Neighborhood Meeting, the Neighborhood Committee shall annually convene a meeting for the purpose of electing a successor Neighborhood Committee. If the Neighborhood has a Neighborhood Association, the Board of Directors of the Neighborhood Association shall act as the Neighborhood Committee for that Neighborhood.

The number of members on each Neighborhood Committee shall not be less than three (3) nor more than five (5). The Neighborhood Committee shall advise the Board of Directors on matters affecting that Neighborhood. The Neighborhood Committee shall be advisory only and shall have no power to act on behalf of the Association, the Members, or the Owners of the Units within that Neighborhood. Prior to the election of a Neighborhood Committee, the Developer shall act as the Neighborhood Committee for all Neighborhoods.

Section 2. Neighborhood Budget. The Neighborhood Committee shall, a minimum of ninety (90) days prior to the beginning of a fiscal year, submit a budget for Neighborhood Expenses to the Board of Directors each year detailing Neighborhood Expenses.

ARTICLE XI

Discipline

Section 1. Enforcement. The Board of Directors shall have the power to impose reasonable fines, not to exceed Fifty Dollars (\$50.00) per violation, which shall constitute an automatic and continuing lien upon the Lot of the violating Owner, to preclude contractors, subcontractors, agents and other invitees of an Owner or occupant from Venetia for violation of any duty imposed under the Declaration, these Bylaws or the Rules and Regulations; provided, however, nothing herein shall authorize the Association or the Board of Directors to limit an Owner's or occupant's ingress and egress to or from the Owner's Lot. In the event that any occupant of a Lot violates the Declaration, these Bylaws, or the Rules and Regulations, and a fine is imposed, the fine shall first be assessed against the occupant residing therein; provided, however, if the fine is not paid by the occupant within the time period set by the Board of Directors, the Owner shall pay the fine upon notice from the Association. Fines are considered User Assessments. The failure of the Board of Directors to enforce any provision of the Declaration or Bylaws shall not be deemed a waiver of the right of the Board of Directors to do so thereafter.

Section 2. Notice. Prior to imposition of any sanction hereunder, the Board of Directors or its delegate shall serve the accused with written notice describing (a) the nature of the alleged violation, (b) the proposed sanction to be imposed, (c) a period of not less than fourteen (14) days within which the alleged violator may present a written request to the Board of Directors for a hearing; and (d) a statement that the proposed sanction shall be imposed as contained in the notice unless a challenge has been requested within ten (10) days of the notice.

Section 3. Hearing. If a hearing is requested within the allotted fourteen (14) day period, the hearing shall be held before a committee comprised of at least three (3) members appointed by the Board of Directors who are not officers, directors or employees of the Association, or the spouse, parent, child, brother or sister or an officer, director or employee. If the committee, by majority vote, does not approve a proposed fine or suspension, it may not be imposed. Prior to the effectiveness of any sanction hereunder, proof of proper notice shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, director, or agent who delivered such notice. The notice requirement shall be deemed satisfied if the accused appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed.

Section 4. Additional Enforcement Rights. Notwithstanding anything to the contrary herein contained, the Association may elect to enforce any provisions of the Declaration, these Bylaws, or the Rules and Regulations by self-help (specifically including, but not limited to, the towing of vehicles that are in violation of parking rules and regulations) or by suit at law in equity to enjoin any violation or to recover monetary damages or both without the necessity of compliance with the procedure set forth above. In any such action, to the maximum extent permissible, the violator shall pay all costs, including reasonable attorneys' and paralegals' fees actually incurred by the Association.

ARTICLE XII

Fiscal Management

Section 1. Fiscal Year. The fiscal year of the Association shall commence upon the first (1st) day of January and conclude on the thirty-first (31st) day of December.

Section 2. Depositories. The funds of the Association shall be deposited in such accounts as may be selected by the Board of Directors, including without limitation checking and savings accounts in one (1) or more banks and/or savings and loan associations, Certificates of Deposit, U.S. Treasury Bills, and money market accounts with an investment firm or firms, all in accordance with resolutions approved by the Board of Directors. The funds shall be used only for lawful purposes of the Association.

Section 3. Expenses. The receipts and expenditures of the Association may be credited and charged to accounts as the Board of Directors may determine, in accordance with good accounting practices as set forth in Section 7 below.

Section 4. Reserve Accounts. The Association may, but shall not be required to, establish and maintain an adequate reserve account for the periodic maintenance, repair and replacement of the Common Property.

Section 5. Budget. The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the expenses of the Association for the fiscal year and to provide and maintain funds for the accounts established by the Board of Directors, in accordance with good accounting practices as set forth in Section 7 b:low. The Association shall provide each Member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the Member. The copy of the annual budget or notice regarding availability must be provided within fifteen (15) days prior to the beginning of the fiscal year.

Section 6. Fidelity Bonds. The Association shall, if available at a reasonable cost, purchase blanket fidelity bonds for all directors, officers and employees of the Association and for any management agent who controls or disburses funds of the Association and any contractor handling or responsible for Association funds. The following provisions shall govern the Association's purchase of the bonds.

- (a) Each fidelity bond purchased by the Association shall name the Association as an obligee of the bond.
- (b) The premiums for bonds shall be paid by the Association.
- (c) The fidelity bonds shall cover the maximum funds that will be in the custody of directors, officers or employees of the Association, or a management agent, at any time while the bonds are in force.
- (d) Each bond shall include a provision requiring ten (10) days' written notice to the Association before the bond can be canceled or substantially modified for any reason.

Section 7. Accounts and Reports. The following management standards of performance will be followed unless the Board of Directors by resolution specifically determines otherwise:

- (a) accrual accounting (exclusive of depreciation and amortization), as defined by generally accepted accounting principles, shall be employed;
- (b) accounting and controls should conform to generally accepted accounting principles;
- (c) cash accounts of the Association shall not be commingled with any other accounts;

- (d) no remuneration shall be accepted by a manager from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise;
- (e) any financial or other interest which a manager may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board of Directors;
- (f) commencing at the end of the month in which the first Lot is sold, financial reports shall be prepared for the Association at least annually containing:
 - (i) an income statement reflecting all income and expense activity for the preceding period on an accrual basis (excluding depreciation and amortization);
 - (ii) a variance report reflecting the status of all accounts in an "actual" versus "approved" budget format;
 - (iii) a balance sheet as of the last day of the preceding period; and
 - (iv) a delinquency report listing all Owners who are delinquent in paying any Assessments at the time of the report and describing the status of any action to collect such Assessments which remain delinquent (an Assessment shall be considered delinquent fifteen (15) days after the date due unless otherwise determined by the Board of Directors).
- (g) an annual report consisting of at least the following shall be distributed to all Members within sixty (60) days after the close of the fiscal year; (1) a balance sheet; (2) an operating (income) statement; and (3) a statement of changes in financial position for the fiscal year;
- (h) accounting records of the Association shall be maintained for at least seven (7) years after the date of the records.

Section 8. Agreements, Contracts, Deeds, Leases, Checks, Etc. All agreements, contracts, deeds, leases, checks, and other instruments of the Association shall be executed by the President and Secretary or by such other members of the Board of Directors or officers of the Association as may be designated by resolution of the Board of Directors.

Section 9. Books and Records.

- (a) Inspection by Owners and Mortgagees. The Declaration, Articles of Incorporation, Bylaws, Rules and Regulations, Supplements, Amendments

to the Declaration, minutes of meetings of the Members, the Board of Directors, and committees; current insurance policies, association contracts, and copies of plans, permits, warranties, and other items provided by the Developer, shall be made available for inspection and copying by any Mortgagee, Owner, or by his or her duly appointed representative at any reasonable time and for a purpose reasonably related to his or her interest as an Owner, at the office of the Association. Such records shall include a record of receipts and expenditures and accounts for each Owner, which accounts shall designate the names and addresses of the Owners, the due dates and amount of each Assessment, the amounts paid upon the account and the balance due. Accounts of Owners shall only be available for inspection by the Board of Directors, the officers and the Owner or such Owner's Mortgagee, unless otherwise required by law. Minutes of grievance hearings will not be released to any Person other than the Person subject to disciplinary action. Books and records of the Association may be kept at the Association office at the Properties or off-site at the office designated by the Developer. Books and records of the Association shall be maintained for a period of at least seven (7) years after the date of the books and records.

- (b) Rules for Inspection. The association shall make the foregoing records available for inspection and/or copying within ten (10) business days after written request for inspection. The Board of Directors may establish reasonable rules with respect to:
 - (i) notice to be given to the custodian of the records;
 - (ii) hours and days of the week when an inspection may be made; and
 - (iii) payment of the cost of reproducing copies of documents requested.
- (c) Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a director includes the right to make extracts and a copy of relevant documents at the expense of the Association.

Section 10. Insurance. The Association shall procure, maintain and keep in full force and effect insurance as may be required by the Declaration to protect the interests of the Association and the Owners.

RECORDED IN OFFICIAL RECORDS
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KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
CBETHEL Receipt#1054587

Prepared by:
Please return to:
Richard A. Ulrich, Esq.
✓ JUDD, ULRICH, SCARLETT,
SUMMONTE & DEAN, P.A.
2940 South Tamiami Trail
Sarasota, Florida 34239

CERTIFICATE OF AMENDMENT
TO
BYLAWS
OF
VENETIA, A COMMUNITY ASSOCIATION



KNOW ALL MEN BY THESE PRESENTS: that the undersigned, being the President and Secretary, respectively, of VENETIA COMMUNITY ASSOCIATION, INC., a not-for-profit Florida corporation, incorporated for the purposes of providing an entity for the operation of VENETIA, A COMMUNITY ASSOCIATION, recorded in Official Records Instrument #1998101160, 66 Pages, of the Public Records of Sarasota County, Florida, and as amended from time to time, certify that the Amendment which appears below was duly adopted by a majority vote of the Board of Directors at the meeting of the Board Members of Venetia Community Association, Inc., held on March 24, 2008.

AMENDMENT

Resolved that the Bylaws of Venetia Community Association, Inc., are amended in the following manner:

AMENDMENT CODING: Additions are indicated by underlining and italics and deletions by ~~strikeout~~.

1. Article V, Election or Appointment of Directors, Section 2, shall be amended as follows:

Section 2. Election or Appointment of Directors. ~~Until the first annual meeting of Members after the conveyance of ninety percent (90%) of the Lots in all phases to Owners (other than Merchant Builders), or at such earlier date as determined in the sole discretion of the Developer (the "Turnover Date"), the Developer shall have the right to appoint all of the Members of the Board of Directors. At the first annual meeting of Members to occur after the Turnover Date, the Board shall be established at an odd number equal to the number of directors to be elected by the Members, which number shall be no more than nine (9). The Developer shall call a meeting within sixty (60) days of the Turnover at which the following shall occur: (a) the existing directors shall resign; (b) the Members shall elect the directors as described in Section 4; and (c) the Class "B" Membership shall terminate and be converted to Class "A" Membership. The Developer may, in its sole and absolute discretion, permit the Members to elect a portion of the directors earlier than the Turnover Date.~~

Directors elected by the Members at the Turnover meeting and each annual meeting thereafter shall serve for annual terms and shall be elected by the Members at large.

In addition to any directors elected by the Members, the Developer shall have the right to appoint one (1) director until such time as ninety-five percent (95%) of the Lots in all phases of Venetia are conveyed to persons other than Merchant Builders.

Election of directors shall take place concurrent with the Annual Membership Meeting. To maintain the continuity of the Board of Directors since the 2008 Annual Election of Directors, the four (4) candidates receiving the highest number of votes shall serve two (2) year terms and the three (3) candidates receiving the next highest number of votes shall serve a one year term. In the event of any tie, determining the initial two (2) or one (1) year terms shall be broken by the newly elected Board of Directors. At each annual election thereafter, Directors shall be elected for two (2) year terms to fill the vacancies of Directors whose terms are then expiring. Any Director who has been appointed to fill a vacancy will only serve until the next election.

IN WITNESS WHEREOF, the undersigned have set their hands and seals as President and Secretary on this 27 day of May, 2008.

Jessica Braendel
Print Name: Jessica Braendel
Witness as to President

Hope Korte
Print Name: Hope Korte
Witness as to President

Hope Korte
Print Name: Hope Korte
Witness as to Secretary

Jessica Braendel
Print Name: Jessica Braendel
Witness as to Secretary

Venetia Community Association, Inc., a
Florida not-for-profit corporation

George Sperry
George Sperry, President

Attest:

Joseph Holler
Joseph Holler, Secretary

STATE OF FLORIDA)

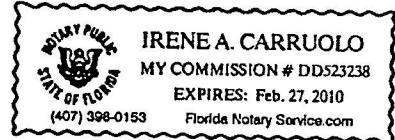
COUNTY OF SARASOTA)

The foregoing instrument was sworn to and subscribed before me this 27th day of May, 2008, by George Sperry, as President of VENETIA


COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me OR has produced _____ as identification.

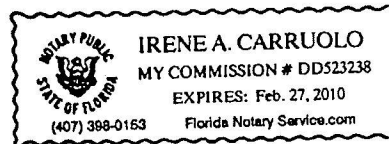

Print Name: _____
Notary Public

STATE OF FLORIDA)
COUNTY OF SARASOTA)



The foregoing instrument was sworn to and subscribed before me this 29th day of May, 2008, by Joseph Hollen, as Secretary of VENETIA COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me OR has produced _____ as identification.


Print Name: _____
Notary Public



2007 NOV 15 02:29 PM

KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
FMILLER Receipt#984727

Prepared by:
Please return to:
Richard A. Ulrich, Esq.
JLDD, ULRICH, SCARLETT,
SUMMONTE & DEAN, P.A.
2940 South Tamiami Trail
Sarasota, Florida 34239

CERTIFICATE OF AMENDMENT
TO
BYLAWS
OF
VENETIA, A COMMUNITY ASSOCIATION



KNOW ALL MEN BY THESE PRESENTS: that the undersigned, being the President and Secretary, respectively, of VENETIA COMMUNITY ASSOCIATION, INC., a not-for-profit Florida corporation, incorporated for the purposes of providing an entity for the operation of VENETIA, A COMMUNITY ASSOCIATION, recorded in Official Records Instrument #1998101160, 66 Pages, of the Public Records of Sarasota County, Florida, and as amended from time to time, certify that the Amendment which appears below was duly adopted by a majority vote of the Board of Directors at the meeting of the Board Members of Venetia Community Association, Inc., held on August 27, 2007.

AMENDMENT

Resolved that the Bylaws of Venetia Community Association, Inc., are amended in the following manner:

AMENDMENT CODING: Additions are indicated by underlining and italics and deletions by ~~strikeout~~.

1. Article IV, Meetings of the Members, Section 5, shall be amended as follows:

Section 5. Quorum. Except as otherwise provide in these Bylaws or in the Declaration, the presence in person or by proxy of the voting interests representing ~~thirty percent (30%)~~ twenty percent (20%) of the total votes in the Association shall constitute a quorum at all meetings of the Association.

IN WITNESS WHEREOF, the undersigned have set their hands and seals as President and Secretary on this 15 day of NOV, 2007.

Melissa Oakley
Print Name: Melissa Oakley
Witness as to President

Karen M. Mullen
Print Name: KAREN M. MULLEN
Witness as to President

Venetia Community Association, Inc., a
Florida not-for-profit corporation

George Sperry
George Sperry, President

Melissa Oakley
Print Name: Melissa Oakley
Witness as to Secretary

Karen Mattingly
Print Name: Karen Mattingly
Witness as to Secretary

Attest:

Colette Sears
Colette Sears, Secretary

STATE OF FLORIDA)

COUNTY OF SARASOTA)

The foregoing instrument was sworn to and subscribed before me this 15 day of Nov, 2007, by GEORGE SPERRY, as President of VENETIA COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me OR has produced FLDRL as identification.

Leah J. Gilligan
Print Name: LEAH J. Gilligan
Notary Public

STATE OF FLORIDA)

COUNTY OF SARASOTA)



The foregoing instrument was sworn to and subscribed before me this 15 day of Nov, 2007, by COLETTE SEARS, as Secretary of VENETIA COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me OR has produced FLDRL as identification.

Leah J. Gilligan
Print Name: LEAH J. Gilligan
Notary Public

