

AMENDED AND RESTATED BY-LAWS
OF
OLEANDER PINES ASSOCIATION, INC.

The purpose of these Amended and Restated Bylaws is to continue the purpose of the original Bylaws recorded in the St. Lucie County public records at Official Records Book 3762, Page 2333, et. seq.

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

1. IDENTITY AND PURPOSE

a) These are the Amended and Restated By-Laws of Oleander Pines Association, Inc., a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the office of the Secretary of State.

b) OLEANDER PINES ASSOCIATION, INC., hereinafter called "ASSOCIATION", has been organized for the purpose of providing an entity for:

(i) The administration, maintenance and repair of the real property described in Exhibit "A" attached hereto, hereinafter called the "Subdivision", and any additions thereto, pursuant to the provisions of that certain Declaration of Restrictions, of OLEANDER PINES ASSOCIATION, INC., recorded in Official Records Book 679, Page 1690 et seq., hereinafter called the "Declaration."

(ii) The enforcement of the provisions of the Declaration.

c) All present or future owners or tenants, or their employees, or any other person that might use the Subdivision or any of the facilities thereof in any manner, are subject to the regulations set forth in these By-Laws, the said Articles of Incorporation and the Declaration.

d) The office of the ASSOCIATION shall be designated by the Board of Directors.

e) The fiscal year of the ASSOCIATION shall be the calendar year.

f) The seal of the ASSOCIATION shall bear the name of the ASSOCIATION; the word "Florida"; the words "Corporation Not for Profit", and the year of the incorporation.

JOSEPH E. SMITH, CLERK OF THE CIRCUIT COURT
SAINT LUCIE COUNTY
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2. MEMBERSHIP, VOTING, QUORUM, PROXIES

a) The qualification of members, the manner of their admission to membership and the termination of such membership; voting by members shall be as set forth in Article IV of the Articles of Incorporation, and are incorporated herein by reference.

b) A quorum at members' meetings shall consist of persons entitled to cast thirty percent (30%) of the votes of the entire membership.

The joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such person for the purpose of determining a quorum.

c) The Association shall have one class of voting membership:

members shall be all owners and shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

d) The vote of the owners of a lot owned by more than one person or by a corporation or other entity shall be cast by the person named in a Certificate signed by all of the owners of the lots and filed with the Secretary of the ASSOCIATION, and such Certificate shall be valid until revoked by subsequent Certificate. If such a Certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum, nor for any other purpose.

e) Votes may be cast in person or by proxy. Proxies shall be valid only for the particular meeting designated thereon, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. Proxies must be filed with the Secretary before the appointed time of the meeting.

f) Approval or disapproval of a lot owner upon any matters, whether or not the subject of an ASSOCIATION meeting, shall be by the same person who would cast the vote of such owner if in an ASSOCIATION meeting.

g) Except where otherwise required under the provisions of the Articles of Incorporation of the ASSOCIATION, these By-Laws, the Declaration, or where the same may otherwise be required by law, the affirmative vote of the members entitled to cast a majority of the votes represented at any duly called members' meeting at which a quorum is present shall be binding upon the members.

3. ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

a) The Annual Members' Meeting shall be held at the office of the ASSOCIATION, at 8:00 o'clock p.m. Eastern Standard Time, or at such other place and time as the Board of Directors may designate, on the second Monday in January of each year, for the purpose of electing Directors and of transacting any other business authorized to be transacted by the members; provided, that if that day is a legal holiday, the meeting shall be held at the same hour on the next succeeding day.

b) Special Members' Meeting shall be held whenever called by the President or Vice President, or by a majority of the Board of Directors and must be called by such officer upon receipt of a written request from members of the ASSOCIATION entitled to cast a majority of the votes of the entire membership.

c) Notice of all members' meetings, regular or special, shall be given by the President, Vice President or Secretary of the ASSOCIATION, or other officer of the ASSOCIATION in the absence of said officers, to each member, unless waived in writing, such notice to be written or printed and to state the time and place and object for which the meeting is called. Such notice shall be given to each member not less than fourteen (14) days nor more than sixty (60) days prior to the date set for such meeting, which notice shall be mailed or presented personally to each member within said time. If presented personally, 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 mail, addressed to the member at his post address as it appears on the records of the Association (Register of Owners) as of the date of mailing such notice, the postage thereon of the person giving the notice. 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 before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. 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 By-Laws or the Declaration, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum, or the required percentage of attendance if greater than a quorum, is present.

d) The order of business at Annual Members' Meetings, and as far as practical, at any other members' meetings, shall be:

- i) Calling of the roll and certifying of proxies;
- ii) Proof of notice of meeting or waiver of notice;
- iii) Reading and disposal of any unapproved minutes;

- iv) Reports of Officers;
- v) Reports of Committees;
- vi) Appointment of Inspectors of Election by Chairman;
- vii) Election of Directors;
- viii) Unfinished business;
- ix) New business;
- x) Adjournment.

4. BOARD OF DIRECTORS

a) Boards of Directors shall consist of not less than three (3) nor more than five (5) persons. All of the Directors shall be members of the ASSOCIATION, or shall be authorized representatives, officers or employees of a corporate member of the ASSOCIATION.

b) Election of the Directors shall be conducted in the following manner:

i) All members of the Board of Directors shall be elected by a plurality of the votes cast at the Annual Meeting of the members of the Association.

ii) Vacancies in the Board of Directors may be filled until the date of the next Annual Meeting by the remaining Directors, the successor Director to fill the vacated Directorship for the unexpired term thereof.

iii) The Directors shall serve staggered two (2) year terms. As many Directors of the ASSOCIATION shall be elected at the Annual Meeting as there are regular terms of office of the Directors expiring at such time and the term of office of the Directors so elected at the Annual Meeting of the members each year shall be for two (2) years expiring at the second Annual Meeting following their election, and thereafter until their successors are duly elected and qualified or until removed in the manner elsewhere provided or as may be provided by law.

iv) In the election of Directors, there shall be appurtenant to each lot as many votes for Directors as there are Directors to be elected; provided, however, that no member or owner of any lot may cast more than one (1) vote for any person nominated as a Director, it being the intent hereof that voting for Directors shall be non-cumulative.

c) The organization meeting of a newly elected Board of Directors shall be held within ten (10) days of their election, at such time and at such place as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organization meeting shall be necessary provided a quorum shall be present.

d) 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. Notice of regular meetings shall be given to each Director personally or by mail, telephone or electronically, at least three (3) days prior to the day named for such meeting, unless notice is waived.

e) Special meetings of the Directors may be called by the President, and must be called by the Secretary at the written request of one-third of the votes of the Board. Not less than three (3) days' notice of a meeting shall be given to each Director personally, or by mail, telephone or electronically, which notice shall state the time, place and purpose of the meeting.

f) 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.

g) A quorum at a Directors' meeting shall consist of the Directors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by a majority of the votes present at a meeting at which a quorum is present, shall constitute the acts of the Board of Directors except as specifically otherwise provided in the Articles of Incorporation, these By-Laws or the Declaration. If any Directors' meeting cannot be organized because a quorum has not attended, or because the greater percentage of the Directors 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 By-Laws or the Declaration, the Directors who are present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purpose of determining a quorum.

h) The presiding officer of the Directors' meeting shall be the Chairman of the Board, if such officer has been elected, and if none has been elected, then the President shall preside. In the absence of the presiding officer, the Directors present shall designate one of their numbers to preside.

i) Directors' fees, if any, shall be determined by the members.

j) All of the powers and duties of the ASSOCIATION shall be exercised by the Board of Directors, including those existing under the Common Law and statutes, the Articles of Incorporation, these By-Laws and the Declaration unless approval of the membership is specifically required. Such powers and duties shall be exercised in accordance with said Articles of Incorporation, these By-Laws and the Declaration and shall include, without limiting the generality of the foregoing, the following:

i) To make, levy and collect assessments against owners and their lots and to defray the costs of the administration, maintenance, repair and replacement of the lands and improvements of the Subdivision, and to use the proceeds of said assessments in the exercise of the powers and duties granted unto the ASSOCIATION;

ii) The administration, maintenance, repair, replacement, and management of the lands and improvements of the Subdivision wherever the same is required to be done and accomplished by the ASSOCIATION for the benefit of its members;

iii) The reconstruction of the lands and improvements of the Subdivision after casualty and the further improvement of the property, real and personal;

iv) To make and amend regulations governing the use of the lands and improvements of the Subdivision, so long as such regulations or amendments thereto do not conflict with the restrictions and limitations which may be placed upon the use of such property under the terms of the Articles of Incorporation of Oleander Pines Association, Inc. and the Declaration of Restrictions of Oleander Pines.

v) To acquire, operate, lease, manage and otherwise trade and deal with property, real and personal, including lots within the Subdivision, as may be necessary or convenient in the operation and management of the Subdivision, and in accomplishing the purposes set forth in the Declaration;

vi) To contract for the management of the Subdivision and to designate to such contractor all of the powers and duties of the ASSOCIATION, except those which may be required by the Declaration to have approval of the Board of Directors or membership of the ASSOCIATION;

vii) To pay all taxes and assessments which are liens against any part of the Subdivision other than lots and appurtenances thereto, and to assess the same against the members and their respective lots subject to such liens;

viii) To carry insurance for the protection of the members and the ASSOCIATION against casualty and liability;

ix) To employ personnel for reasonable compensation to perform the services required for proper administration or the purposes of the ASSOCIATION.

k) Any one or more of the members of the Board of Directors of the ASSOCIATION may be removed either with or without cause at any time by a vote of the members entitled to cast at least a majority of the votes of the entire membership at any Special Meeting called for such purpose, or at the Annual Meeting or by written agreement.

5. OFFICERS

a) The executive officers of the ASSOCIATION shall be a President, who shall be a Director, a Vice President, a Treasurer, a Secretary and an Assistant Secretary, all of whom shall be elected annually by the Board of Directors at any meeting. Any person may hold two or more offices, except that the President shall not also be the Secretary or an Assistant Secretary. The Board of Directors shall, from time to time, elect such other officers and designate their powers and duties as the Board of Directors shall find to be required to manage the affairs of the ASSOCIATION.

b) The President shall be the chief executive officer of the ASSOCIATION. He shall have all of the powers and duties which are usually vested in the office of the President of an association, including but not limited to the power to appoint committees from among the members from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the ASSOCIATION.

c) The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

d) The Secretary shall keep the minutes of all proceedings of the Directors and the members. He shall attend to the giving and serving of all notices to the members and Directors, and such other notices required by law. He shall have custody of the seal of the ASSOCIATION and affix the same to instruments requiring a seal when duly signed. He shall keep the records of the ASSOCIATION, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an association, and as may be required by the Directors or the President. The Assistant Secretary shall perform the duties of the Secretary when the Secretary is absent.

e) The Treasurer shall have custody of all of the property of the ASSOCIATION, including funds, securities and evidences of indebtedness. He shall keep the assessment rolls and accounts of the members; he shall keep the books of the ASSOCIATION in accordance with good accounting practices; and he shall perform all other duties incident to the office of Treasurer.

f) The compensation of all officers and employees of the ASSOCIATION shall be fixed by the Directors. This provision shall not preclude the Board of Directors from employing a Director as an employee of the ASSOCIATION, nor preclude the contracting with a Director for the management of the Subdivision.

g) All officers shall serve at the pleasure of the Board of Directors and any officer may be removed from office at any time, with or without cause, by a majority vote of the Board of Directors.

6. FISCAL MANAGEMENT

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

a) The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each lot. Such an account shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates and amounts in which assessment come due, the amounts paid upon the account and the balance due upon assessments.

b) The Board of Directors shall adopt a budget for each calendar year which shall contain estimates of the cost of performing the functions of the ASSOCIATION, including but not limited to the following:

i) Common expense budget, which shall include, without limiting the generality of the foregoing, the estimated amounts necessary for the maintenance and operation of the common areas, landscaping, street and walkways, office expense, management, utility services, casualty insurance, liability, insurance, administration, reserves (operating and replacement); and costs of maintaining directly or indirectly, leaseholds, membership and other possessory use or fee ownership interests in lands or facilities to provide enjoyment, recreation, or other use or benefit to owners of lots; and

ii) Proposed assessments against each member.

Copies of the proposed budget and proposed assessments shall be transmitted to each member on or before January 1 of the year for which the budget is made. If the budget is subsequently amended before the assessments are made, a copy of the amended budget shall be furnished each member concerned. Delivery of a copy of any budget or amended budget to each member shall not affect the liability of any member for any such assessment, nor shall delivery of a copy of such budget or amended budget be considered as a condition precedent to the effectiveness of said budget and assessments levied pursuant thereto, and nothing herein contained shall be construed as restricting the right of the Board of Directors to, at any time in their sole discretion, levy any additional assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation and management, or in the event of emergencies.

c) The depository of the ASSOCIATION shall be such bank or banks as shall be designated from time to time by the Directors and in which the monies of the ASSOCIATION shall be deposited. Withdrawal of the monies from such accounts shall be only by checks signed by such persons as are authorized by the Directors.

7. PARLIAMENTARY RULES

Roberts Rules of Order (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the Articles of Incorporation and these By-Laws, or with the Statutes of the State of Florida.

8. AMENDMENTS TO BY-LAWS

Amendments to these By-Laws shall be proposed and adopted in the following manner:

a) Amendments to these By-Laws may be proposed by the Board of Directors of the ASSOCIATION acting upon vote of the majority of the Directors, or by members of the ASSOCIATION entitled to cast a majority of the votes of the entire membership, whether meeting as members or by instrument in writing signed by them.

b) Upon any amendment or amendments to these By-Laws being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the ASSOCIATION or other officer of the ASSOCIATION in the absence of the President, who shall thereupon call a Special Joint Meeting of the members of the Board of Directors of the ASSOCIATION and the membership for a date not sooner than twenty (20) days or later than sixty (60) days from receipt by such officer of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written or printed notice of such meeting in the same form and in the same manner as notice of the call of a Special Meeting of the members is required as herein set forth.

c) In order for such amendment or amendments to become effective, the same must be approved by an affirmative vote of two-thirds of the entire membership of the Board of Directors and by an affirmative vote of a majority of the entire membership. Thereupon, such amendment or amendments to these By-Laws shall be transcribed, certified by the President and Secretary of the ASSOCIATION, and a copy thereof shall be recorded in the Public Records of St. Lucie County, Florida, within ten (10) days from the date on which any amendment or amendments have been affirmatively approved by the Board of Directors and the members.

d) At any meeting held to consider such amendment or amendments to the By-Laws, the written vote of any member of the ASSOCIATION shall be recognized if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the ASSOCIATION at or prior to such meeting.

WE HEREBY CERTIFY that the foregoing Amended and Restated by-Laws of Oleander Pines Association, Inc. were adopted by two-thirds of the Board of Directors and by a majority of the entire Membership.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 23 day of December, 2015.


WITNESSES AS TO PRESIDENT:

Kelly Gonzalez
Printed Name: Kelly Gonzalez
Pamela J. Karns
Printed Name: Pamela J. Karns

OLEANDER PINES ASSOCIATION, INC.
By: Robert Polhonence
ROBERT POLHONENCE, President

STATE OF FLORIDA
COUNTY OF St Lucie

The foregoing instrument was acknowledged before me on 12/23, 2015, by Robert Polhonence, as President of Oleander Pines Association, Inc. [] who is personally known to me, or [] who has produced identification: [Type of Identification: Florida driver license].

Notarial Seal  Lori A. DeSalvo
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FF064453
Expires 10/20/2017

Lori A. DeSalvo
Notary Public

WITNESSES AS TO SECRETARY:

Kelly Gonzalez
Printed Name: Kelly Gonzalez
Pamela J. Karns
Printed Name: Pamela J. Karns

OLEANDER PINES ASSOCIATION, INC.
By: William J. Geier Jr.
William J. Geier Jr. Secretary

CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF St Lucie

The foregoing instrument was acknowledged before me on 12/23, 2015, by William J. Geier Jr., as Secretary of Oleander Pines Association, Inc. [] who is personally known to me, or [] who has produced identification: [Type of Identification: A driver license].

Notarial Seal  Lori A. DeSalvo
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FF064453
Expires 10/20/2017

Lori A. DeSalvo
Notary Public

EXHIBIT A

All of Oleander Pines, according to the plat thereof, as recorded in Plat Book 28, at Pages 14, 14a & 14b of the Public Records of St. Lucie County, Florida.