

## **EXHIBIT “B”**

### **AMENDED AND RESTATED BYLAWS**

#### **MISSION ESTATES HOMEOWNERS, INC.**

##### **ARTICLE 1**

##### **IDENTITY AND DEFINITIONS**

Mission Estates Homeowners Association, Inc., a Florida corporation not for profit (the “Association”), has been organized for the purpose of promoting the health, safety, and welfare of the Owners of Lots within those subdivisions in Sarasota County, Florida (collectively the “Subdivision”), that are hereafter which were made subject to the terms and provisions of the “Amended and Restated Declaration of Restrictions for Mission Estates” (the “Amended and Restated Declaration”), which will hereafter be were recorded in the Public Records of Sarasota County, Florida, and performing all duties assigned to the Association under the terms of the Declaration. The terms and provisions of these Amended and Restated Bylaws are expressly subject to the Articles of Incorporation of the Association and to the terms, provisions, conditions, and authorizations contained in the Amended and Restated Declaration. All words and terms used herein which are defined in the Amended and Restated Declaration shall be used herein with the same meanings as defined in the Amended and Restated Declaration.

##### **ARTICLE 2**

##### **LOCATION OF PRINCIPAL OFFICE**

The principle office of the Association shall be located at such place as may be established by resolution of the Board of Directors of the Association.

##### **ARTICLE 3**

##### **MEMBERSHIP, VOTING, QUORUM AND PROXIES**

**3.1 Membership and Voting.** The qualification of members, the manner of their admission to membership and termination of such membership, and the method of voting by the members shall be governed by the provisions of Article 4 and Article 5 of the Association’s Articles of Incorporation, as supplemented by the provisions of these Amended and Restated Bylaws.

**3.2 Quorum.** A quorum at any meeting of the Association’s members shall consist of persons entitled to cast votes, in person or by proxy, representing at least 30 percent of the total votes of the Association membership as determined in the manner set forth in Article 5 of the Association’s Articles of Incorporation. A quorum at the annual meeting for the election of Directors shall consist of persons entitled to cast votes, in person or by proxy, representing at least 20 percent of the Associations membership as determined in the manner set forth in Article 5 of the Association’s Articles of Incorporation.

**3.3 Proxies.** Votes may be cast in person, by proxy, or by written ballot. Voting for the election of Directors is pursuant to Article 3.7 B of these Amended and Restated Bylaws. 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.

**3.4 Joint Ownership.** 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 cast the vote to which their Lot is entitled, the vote shall be apportioned equally among such of the joint owners as cast the vote.

**3.5 Record Date.** 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 60 days or less than 10 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, the record date for such meeting shall be the date of the notice 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.

**3.6 Required Vote.** Except as otherwise provided by law or by the provisions of the Articles of Incorporation, these Amended and Restated Bylaws, or the Amended and Restated Declaration, the affirmative vote of the holders of more than one-half of the total votes of the Association membership 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.

**3.7 Voting for Election of Directors and Vacancies.**

(A) An election is not required to fill any vacancy unless there are two or more eligible candidates for that vacancy. In such a case, not later than the date of the scheduled Annual meeting:

The Association shall announce the names of the new Board member(s), or that one or more Board positions remain unfilled, as appropriate under the circumstances. Any unfilled position(s) or vacancy occurring on the Board shall be filled by the affirmative vote of the majority of the remaining Directors, even if the remaining Directors constitute less than a quorum, or by the sole remaining Director. A Board Member appointed in this manner shall fill the vacancy for the term of the seat being filled.

(B) An election shall occur if there are more eligible candidates than there are vacancies at the time and place at which the Annual Meeting is scheduled to occur. Votes shall be cast in person or by U. S. mail. No voting for the election of Directors will be permitted by proxy. No nominations from the floor shall be permitted. All members shall vote by secret ballot. Envelopes containing ballots received by the Association shall be retained and collected by the Association and shall not be opened except in the manner and at the time provided in subsection (H 1). If more than one ballot is submitted for a Lot, the ballots for that Lot shall be disqualified. Any vote by ballot received after the closing of the balloting may not be considered. A postage prepaid self-addressed envelope will be provided to all owners with the name and correct address of the Association for the return of the ballot.

(C) The Board of Directors shall not create or appoint any committee for the purpose of nominating a candidate or candidates for election to the Board. The Board may create or appoint a search committee which shall not have the authority to nominate any candidate, but may encourage qualified persons to become candidates for the Board.

(D) All eligible members of the Association may serve on the Board of Directors. A person who is delinquent in the payment of any fee, fine, or other monetary obligation to the Association on the day that he or she could last nominate himself or herself, is not eligible and may not seek election to the Board. Any member, who is eligible may nominate himself or herself as a candidate for the Board pursuant to subsection (E) below. Nominations from the floor will not be allowed.

(E) An eligible member of the Association or other eligible person desiring to be a candidate for the Board of Directors shall give written notice to the Association not less than 40 days before a scheduled election. Written notice shall be effective when received by the Association. Written notice shall be accomplished in accordance with one or more of the following methods:

1. By certified mail, return receipt requested, directed to the Association; or
2. By personal delivery to the Association; or
3. By regular U.S. mail, facsimile, telegram, or other method of delivery to the Association.

(F) The first notice of the date of the election is required to be mailed not less than 60 days before a scheduled election and shall contain a statement that any eligible Member wishing to be a candidate for the Board shall notify the Board, in writing, of their intention, which shall be provided to the Secretary at least forty (40) days before the annual meeting. The Association shall mail or deliver to the eligible voters at the addresses listed in the official records a second notice of the election, together with a ballot listing all of the candidates and any information sheets timely submitted by the candidates. The Association shall mail or deliver the second notice no less than 14 days and no more than 34 days prior to the election. Accompanying the second notice and ballot shall be a postage paid outer envelope the exterior of which shall be addressed to the Association and shall contain space for the lot number or address of the owner and shall also contain a signature space for that voter and a smaller inner envelope with no identifying markings in which the ballot shall be placed. Once the ballot is filled out, the voter shall place the completed ballot in the inner smaller envelope and seal the envelope. The inner envelope shall be placed within the outer larger envelope, and the outer envelope shall then be sealed. The inner envelope shall contain only one ballot. ( If an owner owns more than one lot, a separate election package shall be filled out.) The voter shall sign the exterior of the outer envelope in the space provided for such signature. This envelope shall either be mailed or be hand delivered to the Association. Upon receipt by the Association, no ballot may be rescinded or changed.

(G) The written ballot shall list the candidates for the Board of Directors who gave written notice to the Association not less than 40 days before a scheduled election, unless such person has, prior to the mailing of the ballot, withdrawn his candidacy in writing. No write-in candidates shall be permitted.

(H) Envelopes containing ballots received by the Association shall be retained and collected by the Association and shall not be opened except in the manner and at the time provided herein.

(1) Any envelopes containing ballots shall be collected by the Association and shall be transported to the location of the duly called Annual meeting of the membership. The Association shall have available at the meeting additional blank ballots for distribution to the eligible voters who have not cast their votes by mail. Each ballot distributed at the meeting shall be placed in an inner and outer envelope in the manner provided in subsection (F) above. Each envelope and ballot shall be handled in the following manner. As the first order of business, ballots not yet cast shall be collected. The ballots and envelopes shall then be handled by an impartial committee as defined in paragraph (2) below appointed by the Board. The business of the meeting may continue during this process. The signature and identification on the outer envelope shall be checked against a list of qualified voters. Any exterior envelope not signed by the eligible voter shall be marked "Disregarded," or with words of similar import, and any ballots contained therein shall not be counted. The voters shall be checked off on the list as having vot-

ed. If the eligibility of the Lot Owner to vote is confirmed and no other ballot has been submitted for that Lot, then, in the presence of any Owners in attendance, and regardless of whether a quorum is present, all inner envelopes shall be first removed from the outer envelopes and shall be placed into a receptacle. Upon the commencement of the opening of the outer envelopes, the polls shall be closed, and no more ballots shall be accepted. The inner envelopes shall then be opened and the ballots shall be removed and counted in the presence of the Lot Owners. Any inner envelopes containing more than one ballot shall be marked "Disregarded," or with words of similar import, and any ballots contained therein shall not be counted. All envelopes and ballots, whether disregarded or not, shall be retained with the official records of the Association.

(2) For purposes of this rule, "impartial" shall mean a committee whose members do not include any of the following or their spouses:

- a. Current Board members,
- b. Officers; and
- c. Candidates for the Board

(3) If two or more candidates for the same position receive the same number of votes, the Association shall, unless otherwise provided in the Amended and Restated Bylaws, conduct a runoff election in accordance with the procedures set forth herein. Within 7 days of the date of the election at which the tie vote occurred, the Board shall mail or personally deliver to the voters, a notice of a runoff election. The only candidates eligible for the runoff election to the Board position are the runoff candidates who received the tie vote at the previous election. The notice shall inform the voters of the date scheduled for the runoff election to occur, shall include a ballot conforming to the above requirements for Board election except as to the time requirements, and shall include copies of any candidate information sheets previously submitted by those candidates to the Association. The runoff election must be held not less than 21 days, nor more than 30 days, after the date of the election at which the tie vote occurred.

## **ARTICLE 4**

### **ANNUAL AND SPECIAL MEETINGS OF MEMBERS**

**4.1 Annual Meeting.** An annual meeting of the membership of the Association shall be held each year during May or such other month as the Board of Directors may determine. The date, time and place of the annual meeting shall be designated by the Board of Directors. The annual meeting shall be held for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

**4.2 Special Meetings.** Special meetings of the members of the Association shall be held whenever called by the President, by a majority of the Board of Directors, or by members entitled to cast votes representing at least 20 percent of the total votes of the Association membership as determined in the manner set forth in Article 5 of the Association's Article of Incorporation.

**4.3 Notices.** Written notice of all members' meetings, annual or special, shall be given by the President, Vice President, or Secretary or by such other officer of the Association as may be designated by the Board of Directors. Such notice 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 14 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. 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 may be giv-

en by the affidavit of the person giving the notice and filed with the Association's minutes of meetings. Any member may, by written waiver signed by such member, waive such notice, and such waiver, when filed with the Association's minutes of meetings (whether executed and filed before or after the meeting), shall be deemed equivalent to the giving of such notice to such member.

**4.4 Lack of Quorum.** 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 by the terms of the Articles of Incorporation, these Amended and Restated Bylaws, or the Amended and Restated Declaration, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

**4.5 Presiding Officer.** At meetings of the membership, the President, or in his absence the Vice President, shall preside, or in the absence of both, or the preference of either, the Board of Directors shall appoint the property manager or select a chairman.

## **ARTICLE 5** **BOARD OF DIRECTORS**

**5.1 Number.** The affairs of the Association shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors may be changed from time to time by resolution of the Board, but may never be less than three. Any increase of positions to the Board shall be approved by the membership and shall not be approved unless the total number of Board positions are an odd number and shall be elected at the next annual meeting of the Association.

**5.2 Quorum.** 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.

**5.3 Vacancies.** Any vacancy occurring on the Board of Directors due to a Director's death, resignation or removal shall be filled by the remaining Board of Directors except that Mission Estates, Inc., a Florida corporation (Developer), its successors and assigns, to the exclusion of other members and the Board itself, shall fill any vacancy create by the death, resignation, or removal of any Director appointed by Developer. A Director appointed to fill a vacancy whether by the Board or Developer, shall serve for the unexpired term of his predecessor in office.

## **ARTICLE 6** **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**6.1 Powers.** 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 Amended and Restated Bylaws shall be construed to prohibit the employment of any member, officer, or Director of the Association in any capacity whatsoever.

C. To establish, levy, and collect the Assessments necessary to operate the Association, carry on its activities, and pay the Common Expenses 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 and restricting the use and maintenance of the Subdivision (or any part thereof or improvements thereon) and the personal conduct of the members and their guests within the Subdivision regarding the use of the Common Area property and the Lots; however before the Rules and Regulations relating to the Common Area and the Lots are enforceable, at least 51 percent of the owners present in person or by proxy at a duly called Annual or Special Members' meeting at which a quorum is obtained must vote to approve such proposed Rules and Regulations pursuant to Article 13.5 of the Amended and Restated Declaration of Restrictions.

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 enforce by appropriate legal means the provisions of the Amended and Restated Declaration, the Articles of Incorporation, and these Amended and Restated Bylaws.

H. To exercise for the Association all powers, duties, and authority vested in or delegated to the Association, except those reserved to the members by the terms of the Amended and Restated Declaration or the Articles of Incorporation.

6.2 Duties. 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 the 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 Assessments against the members for each fiscal year in accordance with the provisions of the Amended and Restated Declaration;

(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 each member entitled thereto.

D. To make payment of all ad valorem taxes assessed against property of the Association, real or personal.

E. To pay all expenses incurred by the Association pursuant to the Amended and Restated Declaration for repairs, maintenance, services, insurance, and other operating expenses.

F. To ensure that all obligations of the Association under the Amended and Restated Declaration are performed.

G. To enforce by appropriate legal means the provisions of the Amended and Restated Declaration, the Articles of Incorporation, and these Amended and Restated Bylaws.

## **ARTICLE 7 MEETINGS OF DIRECTORS**

**7.1 Annual Meeting.** An annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members.

**7.2 Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place as provided by appropriate resolution of the Board of Directors.

**7.3 Special Meetings.** Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two Directors.

**7.4 Notices.** Notice of regular or special meetings of the Board shall be given to each Director, personally or by mail, telephone, or telegram, at least seven 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. Notices of meetings of the Board shall also be given to the members of the Association as and if required by Florida law.

**7.5 Consents.** The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, and any Board action taken in lieu of a meeting, shall be as valid as though made at a meeting duly held after regular call and notice, provided that, either before or after the meeting or the effective date of the action taken, each of the Directors signs a written waiver of notice and consent to the holding of such meeting, or an approval of the minutes thereof, or a consent to the action taken in lieu of a meeting. All such waivers, consents, or approvals shall be filed with the Association's minutes of meetings.

## **ARTICLE 8 OFFICERS**

**8.1 Number.** The officers of the Association shall be a President, a Vice President, a 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.

**8.2 Election.** All the officers of the Association shall be elected by the Board of Directors at the annual meeting of the Board of Directors. an organizational meeting to be held immediately following the annual meeting of the Board of Directors or within seven (7) days thereafter. New offices may be created and filled at any meeting of the Board of Directors. pursuant to Article 5.1 of these Amended and Restated Bylaws.

**8.3 Vacancies.** 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.

**8.4 Removal.** All officers shall hold office at the pleasure of the Board of Directors. 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.

**8.5 President.** The President, Vice President, or a designee 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 leases, notes, mortgages, deeds, and other written instruments on behalf of the Association.

**8.6 Vice President.** 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.

**8.7 Secretary.** 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/she shall keep the records of the Association. He/she shall maintain a record of the names of all members of the Association, together with their addresses as registered by such members.

**8.8 Treasurer.** The Treasurer shall receive and deposit in appropriate institutional 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 the budgets adopted by the Board. The Treasurer, or his/her appointed agent, shall keep proper books of account and shall prepare annual budgets, statements of receipts and disbursements, and balance sheets, and the same shall be available for inspection upon reasonable request of a member.

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

## **ARTICLE 9** **FISCAL MANAGEMENT**

**9.1 General.** The Board of Directors shall conduct the fiscal management of the Association in accordance with the provisions of the Amended and Restated Declaration and the Articles of Incorporation.

**9.2 Fiscal Year.** The fiscal year of the Association shall be the calendar year.

**9.3 Budgets.** 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. The adoption of a budget shall not, however, be construed as restricting the right of the Board of Directors, at any time in its sole discretion, to levy any 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.

**9.4 Loans.** 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 the Assessments and the lien rights of the Association as security for the repayment of such loans.

**9.5 Monetary Instruments.** All checks, drafts, notes, and other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, or such 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.

**9.6 Deposit of Funds.** All funds of the Association 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.

**9.7 Fidelity Bonds.** Fidelity bonds may be required by the Board of Directors from all officers and employees of the Association and from any person handling or responsible for Association funds. The amount of such bonds shall be determined by the Board of Directors. The premiums on such bonds shall be paid by the Association.

#### **ARTICLE 10** **OFFICIAL SEAL**

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

#### **ARTICLE 11** **BOOKS AND RECORDS**

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

#### **ARTICLE 12** **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. Any proposed alteration, amendment, or repeal shall be contained in the notice of the meeting at which it will be considered. Notwithstanding the foregoing, no amendment to these Bylaws prior to the Turnover shall be effective without the written consent of Developer. No amendment, alteration, or repeal of these Amended and Restated Bylaws shall take effect until the revised document and Certificate of Amendment executed by the President and Secretary are recorded in the Public Records of Sarasota County, Florida.