

Section 6. Presence. Any Director present at a Board Meeting at which action on any matter is taken is presumed to have assented to such action unless such Director (i) votes against such action; or (ii) abstains from voting because of an asserted conflict of interest. A Director's presence at any meeting constitutes a waiver of notice of such meeting and of any and all objections to the place or time of such meeting, or the manner in which it has been called or convened, unless such Director at the beginning of such meeting objects to the transaction of business because the meeting is improperly called or convened.

Section 7. Informal Action. Any Board action that is required or permitted to be taken at a meeting may be taken without a meeting if a written consent to such action is signed by all members of the Board and filed in the minutes of the Board's proceedings. Directors are deemed present at any meeting for all purposes if a conference telephone or similar communications equipment is used by means of which all persons participating in the meeting can hear each other.

#### ARTICLE V

##### Powers of Board of Directors

Section 1. General. The Board has the power to exercise for and on behalf of this Association all powers, duties, and privileges vested in or delegated to this Association and not reserved to its members by any provision of these By-Laws, the Articles, or the Declaration. Without limitation, the Board may

employ all managers, independent contractors, professional advisors, and employees and agents as the Board deems advisable and prescribe their duties and fix their compensation, if any.

Section 2. Rules and Regulations. The Board has the power from time to time to adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of all or any portion of the Common Area and the Association's activities, or either, so long as such rules and regulations are consistent with the rights and duties established by the Articles and the Declaration.

Section 3. Enforcement. For violation of any of its rules or regulations, the Board may: (i) suspend any Member's right to services or privileges provided by this Association; or (ii) require any Member to make restitution to this Association for any loss resulting from any violation; or (iii) both.

Section 4. Suspension of Membership Rights. The Board is authorized, without prior notice, to suspend any Member's voting rights and right to service or privileges provided by this Association, or either, during any period in which such Member is more than thirty (30) days in default in payment of any assessment levied by this Association.

Section 5. Special Assessments. The Board has the power to determine what, if any, assessments are to be levied pursuant to Article IV of the Declaration.

Section 6. Indemnification. The Board has the power to provide indemnification for this Association's officers, directors,

employees (including volunteer employees), agents, and Members to the extent and in the manner from time to time permitted by the laws of the State of Florida, except that the Board cannot provide such indemnification for criminal, intention, or willful misconduct. Except to the extent such determination from time to time is reserved to the membership by the laws of the State of Florida, the Board's determination to provide or refuse indemnification is conclusive

Section 7. Vacancies. The Board has the power to declare the office of any Director vacant if such Director is absent from three (3) consecutive Board meetings without justification or excuse.

#### ARTICLE VI

##### Duties of Board of Directors

Section 1. General. The Board shall supervise all of the Association's officers, agents, employees (including volunteer employees), committees and contractors and sees that their respective duties are properly performed. The Board shall otherwise manage the affairs of this Association as provided in these By-Laws, the Articles, and the Declaration.

Section 2. Assessments. The Board shall enforce collection of all assessments owed this Association that remain unpaid for a period of thirty (30) days by foreclosure, suit, or such other lawful procedure as the Board deems advisable, in addition to imposing the sanctions provided by Article V, Section 4, of these By-Laws.

Section 3. Estoppel Certificates. Upon request by any interested person, the Board shall cause an appropriate Association officer to issue a certificate as to the status of assessments or Architectural Control, or both, with respect of any Lot. Such certificates shall bind this Association as of the date of issuance when properly executed by an appropriate officer. The Board may make a reasonable, uniform charge for issuing such certificates.

Section 4. Financial. With the assistance of this Association's Treasurer, the Board shall prepare an annual budget and financial statements. As and when necessary or appropriate, or when requested by the Membership, the Board from time to time also will cause an audit of this Association's financial affairs to be made by an independent accountant.

Section 5. Insurance. The Board shall procure and maintain in force and effect at all times insurance in compliance with the requirements of the Declaration. The Board also must cause all persons or entities employed, authorized, or contracted with to collect, disburse, and manage this Association's funds, including this Association's officers, directors, and uncompensated volunteers, to be bonded or insured with standard fidelity and errors and omissions coverage for the benefit of this Association. The premiums for the foregoing shall be paid from Association funds.

Section 6. Management. The Board may contract with the Declarant or any other person to manage the Association's affairs, in whole or in part; but no such management contract may be for a

term longer than one year and must be terminable by the Association for cause upon not more than thirty (30) days' prior written notice.

ARTICLE VII

Books and Records

Section 1. Records Enumerated. This Association must keep correct and complete (i) books and records of account; (ii) minutes of the proceedings of its Members and the Board; and (iii) a Membership Record.

Section 2. Formality. No particular formality is required for the minutes of the proceedings of this Association, as long as the nature of the action taken or defeated reasonably can be determined from such record. Failure to maintain proper minutes of any proceeding does not affect its validity if all requirements for any action taken in fact were met.

Section 3. Membership Record. This Association's Membership Record must show (i) the name of each Owner and Co-Owner, if any, (ii) a proper legal description of such Owner's Lot, (iii) whether such Owner's membership is in good standing, and (iv) the address to which notice is to be given such Owner pursuant to these By-Laws.

Section 4. Book of Resolutions. All resolutions of the membership or Board, having more than temporary effect shall be compiled from time to time into a Book of Resolutions and topically