

This Instrument Prepared By:
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EXHIBIT C

**AMENDED AND RESTATED BYLAWS OF
ROSEATE COURT ASSOCIATION, INC.**

These are the Amended and Restated Bylaws of the Roseate Court Association, Inc. (the "Bylaws"). The original bylaws of the Association were recorded as an Exhibit to the Declaration of Covenants and Restrictions for Spoonbill Court at Perico Bay Club, recorded in Official Record Book 1316, Pages 1971 et seq., of the Public Records of Manatee County, Florida. This is a substantial rewording of the bylaws. Please see the original bylaws for the prior text.

**ARTICLE 1.
Identity and Definition**

1.1. Association has been organized for the purpose of enforcing the Amended and Restated Declaration of Covenants and Restrictions for Roseate Court Association, Inc. (hereinafter referred to as "Declaration"), which was previously recorded as the Declaration of Covenants and Restrictions for Spoonbill Court at Perico Bay Club, recorded in Official Record Book 1316, Pages 1971 et seq., of the Public Records of Manatee County, Florida (the "Original Declaration"), preserving and enhancing the natural beauty of the subdivision, and promoting the health, safety and welfare of the Owners of property located in the subdivision as described below. The terms and provisions of these Bylaws are expressly made subject to the terms, provisions, conditions and authorizations contained in the Declaration. The property subject to the Association's administration is such property subject to the Original Declaration as amended by the Amended and Restated Declaration, and as represented on subdivision plats recorded in Plat Book 25, Page 159; Plat Book 26, Page 7; and Plat Book 26, Page 137, all in the Public Records of Manatee County, Florida.

1.2. All words and terms used herein which are defined in the Declaration shall be used herein with the same meanings as defined in the Declaration.

**ARTICLE 2.
Location of Principal Office**

2.1 The principal office of the Association shall be located at the Activity Center, 701 Perico Bay Blvd., Bradenton, FL 34209, or at such other place as may be established by resolution of the Board of Directors.

**ARTICLE 3.
Membership Voting, Quorum, and Proxies**

3.1. The qualification of members, the manner of their admission to membership and

termination of such membership, and voting by the members, shall be as set forth in the Declaration.

3.2. A quorum at any meeting of the Association's members shall consist of persons entitled to cast votes representing more than thirty percent (30%) of the total votes of the Association as determined in the manner set forth in the Declaration.

3.3. Where a lot is owned by more than one person or by a corporation, partnership or other entity, the vote of the owner or owners shall be cast by the person named in a certificate signed by all of the individual owners of such lot or by appropriate officials of any other legal owner. However, in the case of ownership by husband and wife, as joint tenants with the right of survivorship, the vote of either shall be accepted. Such certificate shall be filed with the Management Company of the Association. If no such certificate is on file with the Association, the vote shall be cast as agreed by all owners. In the case of conflict among the owners of a lot, the vote of such lot shall not be counted as to the matter under consideration when the conflict arose whether the conflict appears by vote in person or by proxy.

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

3.5. Except where otherwise required under the provisions of the Articles of Incorporation, these Bylaws, the Declaration or where the same may otherwise be required by law, the affirmative vote of the holders of more than one-half of the total votes of the Association represented at any duly called member's meeting at which a quorum is present shall be necessary for approval of any matter that shall be binding upon all members.

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

3.7. All meetings shall be conducted pursuant to and in conformity with Robert's Rules of Order.

ARTICLE 4.

Annual and Special Meetings of Membership

4.1. The annual meeting of the membership of the Association shall be held at the office of the Association, or at such other place as may be designated by the Board of Directors, in March for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

4.2. Special meetings of the members of the Association shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors. Such meeting must be called by such officers upon receipt of a written request from members of the Association whose votes represent more than one-half of the total votes of the Association as determined in the manner set forth in the Articles of Incorporation.

4.3. Notice of all members' meetings, regular or special, shall be given by the President, Vice-President or Secretary of the Association, or other officer or agent of the Association designated by the Board of Directors, to each member, unless waived in writing, such notice shall be given to each member not less than fourteen (14) nor more than thirty (30) days prior to the date set for such meeting, which notice shall be mailed or presented personally to each member within said time. In lieu of providing mailed written notice for any members meeting to the individual members, the Association shall have the authority, but not the obligation, to electronically transmit, via electronic mail, notice of such members meetings to any member who consents in advance in writing to receiving notice of members meetings by electronic transmission. If presented personally, a receipt of such notice shall be signed by the member, indicating the date on which such notice was received by him. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, postage prepaid, addressed to the member at his post office address as the same appears on the records of the Association. Proof of such mailing shall be given by the affidavit of the person giving the notice and filed in the Association's minute book. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, whether executed and filed before or after the meeting, shall be deemed to be equivalent to the giving of such notice to such member.

4.4. If any members' meeting cannot be organized because a quorum has not attended or because the greater percentage of the membership required to constitute a quorum for particular purposes has not attended, wherever the latter percentage of attendance may be required as set forth in the Articles of Incorporation, these Bylaws or the aforesaid 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. In meetings of the membership, the President shall preside. In his/her absence, the Chairman shall be in the following descending order: Vice President, Treasurer, Secretary. In the absence of all of the above-referenced officers, the members present shall elect a Chairperson.

4.6. The order of business at the annual meeting of the members and, as far as applicable and practical, at any other members' meeting, shall be as follows:

- (A) Calling of the roll and certifying of proxies;
- (B) Proof of notice of the meeting or waiver of notice;
- (C) Reading of minutes;
- (D) Report of officers;
- (E) Reports of committees;
- (F) Report of Nominating Committee, election of the Board of Directors, election results, election of officers if held at meeting and results of the election of officers (at Annual Meeting only).
- (G) Unfinished business;
- (H) New business;
- (I) Adjournment.

ARTICLE 5.
Board of Directors

5.1. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) directors, who shall be members of the Association. 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.

5.2. Any vacancy occurring on the Board of Directors because of death, resignation, removal or other termination of services of any director, shall be filled by the Board of Directors, unless otherwise required by law. The director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and shall continue to serve until his successor shall have been elected or appointed and qualified.

5.3. Removal. Any director may be recalled and removed from office for cause by the vote taken at a duly noticed members meeting called for such purpose, or by the agreement in writing of a majority of voting unit owners in accordance with Section 720.303(10), Florida Statutes. Directors removed as a result of a successful recall, as certified by the Board of Directors, shall be elected or appointed as required by Section 720.303(10). Upon the certification of a recall of any Director, such recall shall become immediately effective and the recalled member or members of the Board shall turn over any and all records or other Association property to the Association within the time frame provided by the statute.

5.4. Resignation. Any director may resign at any time by sending or personally delivering a written notice of resignation to the Association, addressed to the Secretary. The resignation shall take effect on receipt by any member of the Board or the Association's management company, unless it states differently.

ARTICLE 6.
Election of Directors

6.1. Before January 1 of each year, the Board of Directors shall appoint a Nominating Committee of at least two (2) unit owners to solicit nominees for directorship to be filled at the Annual Meeting the following March. The Nominating Committee may hold an open meeting for the purpose of receiving nominations from unit owners. Unit owners may also make suggestions to an individual committee member. The committee will approach the nominee to confirm his/her willingness to serve. All candidates will be announced at the February Board of Directors meeting. Nominations can be made at the annual meeting from the floor. Names submitted by the committee will be presented in writing to each unit owner when the agenda is mailed for the Annual Meeting. Ballots and resumes will be included. Election will take place at the Annual Meeting of unit owners in March, in person or by proxy. All Directors elected will be announced at the Annual Meeting.

6.2. The members of the Board of Directors elected or appointed in accordance with the procedures set forth in this article shall take office as of the date of the first meeting of the Board of Directors following the meeting of members at which they were elected.

6.3. Staggered Terms. To ensure continuity of knowledge and leadership, staggered terms of office for directors is hereby established so that every other year, two (2) directors will

be elected for two (2) year terms, and in the alternate years, three (3) directors shall be elected for two (2) year terms.

ARTICLE 7.
Powers and Duties of the Board of Directors

7.1. The Board of Directors shall have power:

(A) To call meetings of the members.

(B) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any member, officer or director of the Association in any capacity whatsoever.

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

(D) To adopt, promulgate and enforce rules and regulations governing the use of property in the subdivision and governing the personal conduct of the members and their guests thereon, including levying fines for failure to abide by the rules and regulations.

(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 exercise for the Association all powers, duties or authority vested in or delegated to the Association, except those reserved to members in the Declaration or the Articles of Incorporation of the Association.

7.2. It shall be the duty of the Board of Directors:

(A) To cause to be kept a complete record of all its acts and corporate affairs.

(B) To supervise all officers, agents and employees of 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 assessment against each member for each assessment period in accordance with the provisions of the Declaration, Articles of Incorporation and these Bylaws at least thirty days in advance of such date or period;

(2) To prepare a roster of the members and assessments applicable thereto which shall be kept in the office of the Association which shall be open to inspection by any member; and,

(3) To send written notice of each assessment to every member subject thereto.

(D) To issue or cause an appropriate officer to issue, upon demand by any authorized

person, the certificate in recordable form setting forth whether any assessment has been paid; and if not, the amount then due and owing. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

(E) To make payment of all ad valorem taxes assessed against Association property, if any, real or personal.

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

(G) To enforce by appropriate legal means the provisions of the Articles of Incorporation and Bylaws of the Association, the aforesaid Declaration of Covenants and Restrictions, and any and all applicable laws and regulations.

ARTICLE 8.
Meetings of Directors

8.1. The organizational meeting of the newly elected Board of Directors, which shall also be the Board's annual meeting, 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 annual meeting of members at which they were elected.

8.2. Regular meetings of the Board of Directors shall be held at such time and place as provided by a corporate resolution of the Board of Directors.

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

8.4. Notice of regular or special meetings of the Board shall be given to each director, personally or by mail, telephone or telegram, at least two (2) days prior to the day named for such meeting. Each notice shall state the time, place and purpose of the meeting, unless such notice is waived. In lieu of providing mailed written notice for any directors meeting to the individual directors, the Association shall have the authority, but not the obligation, to electronically transmit, via electronic mail, notice of such directors meetings to any member of the board of directors who consents in advance in writing to receiving notice of directors meetings by electronic transmission.

8.5 All meetings of the board, except for meetings between the board and the Association's attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege, shall be open to all members. Notice of all board meetings must be posted in a conspicuous place in the community at least forty-eight (48) hours in advance of a meeting, except in an emergency. An assessment may not be levied at a board meeting unless notice of the meeting has been provided to all members and posted conspicuously on association property at least fourteen (14) days in advance of the meeting, and the notice of the meeting must include a statement that assessments will be considered, and the nature of the assessments. Written notice of any board meeting at which amendments to rules regarding parcel use must also be provided at least fourteen (14) days in advance of the meeting.

8.6. The transaction of any business at any meeting of the Board of Directors

however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held at the regular call and notice provided that a quorum is present and, if either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

8.7. All meetings shall be conducted pursuant to and in conformity with Robert's Rules of Order.

ARTICLE 9. Officers

9.1. The officers shall be a President, Vice President, Secretary, and a Treasurer, and such other officers as may be established and elected by the Board of Directors. Officers created and elected by the Board of Directors need not be members of the Board of Directors but must be members of the Association. An individual may simultaneously hold more than one office as long as the President is not also the Secretary.

9.2. All officers shall hold office at the pleasure of the Board of Directors; except that if an officer is removed by the Board, such removal shall be in accordance with the contract rights, if any, of the officer so removed.

9.3. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and shall sign all notes, leases, mortgages, deeds and other written instruments. The President, may, but need not, be a required signatory on checks of the Association.

9.4. The Vice President shall perform all the duties of the President in his/her absence. The Vice President shall perform such other acts and duties as may be assigned by the Board of Directors.

9.5. The Secretary shall be ex officio 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 sign all certificates of membership. He/she shall keep the records of the Association. He/she shall record in a book for that purpose the names of all the members of the Association together, with each member's current address as registered by such member. The Secretary shall prepare and send all notices required by the Declaration, these Bylaws, or the Board of Directors to the membership or any other entity designated to receive same. In order to accomplish his or her duties, the Board of Directors, upon the request of the Secretary, shall designate an assistant secretary or in the alternative, provide the secretary with such services as he or she may need to perform his or her duties, such as, but not limited to typing services, mailing, or distribution services, including postage and copying facilities. Such services may be contracted through management or independently.

9.6. The Treasurer or his/her appointed agent shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution by the Board of Directors, provided, however, that a resolution by the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of the budget adopted by the Board. The Treasurer may, but need

not, be a required signatory on checks and notes of the Association.

9.7. The Treasurer or his/her appointed agent, shall keep proper books of account. He/she or his/her appointed agent shall prepare an annual budget, a statement of receipts and disbursements, and a balance sheet, and the same shall be available for inspection upon reasonable request of a member.

9.8. The Board shall have the authority to delegate duties of particular officers to its management company. To the extent that such particular duties are delegated to the property manager by the board, the corresponding officer shall oversee the manager or agent to ensure adequate completion of said duties.

ARTICLE 10.
Committees

10.1. The standing committees of the Association shall be:

- (A) Architectural Review Committee
- (B) The Nominating Committee

Unless otherwise provided herein, each committee shall consist of two or more members, all of whom must be members of the Association. The committees shall be appointed by the Board of Directors after the annual meeting. The members of each committee shall choose their Chairman. The members of each shall serve at the pleasure of the Board of Directors or until the succeeding committee members have been appointed.

10.2. The Architectural Review Committee shall have the duties and functions as provided in Article XI – Section 9 of the Declaration of Covenants.

10.3. The Nominating Committee shall have the duties and function pertaining to the nomination of members to the Board of Directors as prescribed in Article 6 of these Bylaws.

10.4. The Board of Directors may appoint such other committees from time to time as it deems desirable.

10.5. The committees appointed by the Board of Directors shall have power to appoint sub-committees from among their membership and may delegate to any such sub-committee any powers, duties, and functions.

10.6. It shall be the duty of each committee to receive complaints from members of any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints, as it deems appropriate or refer them to such other committee, director or officer of the Association which is further concerned with the matter presented.

ARTICLE 11.
Assessments

11.1. The Association shall have the right to obtain funds with which to operate by

regular and/or special assessment of its members in accordance with the provisions of the Declaration, the Articles of Incorporation and these Bylaws. Assessments not paid when due, in accordance with the time frame for payment established by the Association, shall bear interest from date when due until paid in amounts up to the highest amount permitted by law, and shall also result in the suspension of voting privileges during any period of such nonpayment to the fullest extent permitted by law. The "Assessment Period" as used in the Declaration shall be monthly commencing on the date defined in Section 2 of Article V of the Declaration. The method of assessment and the manner of enforcing collection thereof shall be as set forth in the Declaration or as otherwise provided herein.

11.2. The Board shall have the authority to charge late fees and interest to the highest amounts permitted by law in regard to any assessment or charge that is delinquent, as well as all costs and attorney's fees associated with the collection of such charges. At the time of the adoption of this provision, the Association is permitted by law to charge up to eighteen percent (18%) interest, and may charge late fees of the greater of \$25.00 or five percent (5%) of any delinquent installment. The Association may charge a higher amount of interest or late fees in the event the statute is amended to provide for such authority. Payments received shall be applied first to any interest accrued, then to any late fee, then to any costs and reasonable attorney's fees, and then to the delinquent assessment, notwithstanding any restrictive endorsement, designation, or instruction placed on or accompanying the payment.

ARTICLE 12.
Fiscal Management

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

12.1. The annual maintenance assessment roll, hereinafter called "Assessment Roll" shall be maintained in a set of accounting books in which there shall be an account of each owner of an individual lot or portion of a lot subject to the annual maintenance assessment set forth in the Declaration. The account shall designate the name and address of the owner or owners of each lot, and the amount of the annual maintenance assessment against the lot, the dates and amounts in which such assessments become due, and the amounts paid on the account and the balance due on prior assessments.

12.2. The fiscal year of the Association shall begin on January 1. The Board of Directors shall adopt a budget for each fiscal year which shall contain estimates of the costs of performing the functions of the Association, and which shall include, but not be limited to, the following:

- (A) Common expense budget, which shall include provision for the accomplishment of those duties and objectives contemplated by the Declaration, Articles of Incorporation and these Bylaws.
- (B) Proposed annual maintenance assessment against each individual lot subject to the periodic maintenance assessments as set forth in the Declaration.

Copies of the proposed budget and proposed maintenance assessments shall be transmitted to each member at least two weeks prior to the beginning 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

such budget or amended budget shall not 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 rights of the Board of Directors, at any time in their sole discretion, to 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.

12.3. The depository of the Association shall be such Federally insured 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 money from such accounts shall be only by check signed by such persons as are authorized by the Board of Directors.

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

12.5. Any expenditure for maintenance, repair or improvement, or project of any type where the anticipated cost is two thousand five hundred dollars (\$2,500.00) or higher shall be the subject of written bids, the specifications for which will be subject to review and approval by the Board of Directors.

ARTICLE 13.
Official Seal

13.1. 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 14.
Books and Records

14.1. The books, records and other papers of the Association, except to the extent that such documents are subject to attorney-client privilege or otherwise protected from disclosure by law, shall be available at the Association's office or the management company's office, as determined by the Board, and subject to the inspection of any of the Association members during regular business hours. The Association shall have the authority to adopt written rules and regulations governing the frequency, time, location, notice, records to be inspected, and manner of inspections. The Association may charge for copies produced up to the highest amount permitted by law.

ARTICLE 15.
Amendments

15.1. These Bylaws may be altered, amended or repealed by no less than three of the Directors voting in the affirmative at a duly constituted meeting of the Board of Directors provided that the proposed alteration, amendment or repeal is contained in the notice of such meeting.

ARTICLE 16.
Indemnification of Officers and Directors

16.1. The Association shall indemnify any director or officers if made a party or threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding:

(A) Whether civil, criminal, administrative, or investigative, other than one by or in the right of Association to procure a judgment in its favor, or to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the Association, or in his capacity as director, officer, or agent of any other corporation, partnership, joint venture, trust or other enterprise at which he served at the request of the Association against judgment, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon the plea of nolo contendere or its equivalent shall not in itself create a presumption that such director or officer did not have good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

(B) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a director or officer of the Association, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, including the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duties to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification or to such expenses which such tribunal shall deem proper.

16.2. The Board of Directors shall determine whether amounts for which a director or officers seeks indemnification were properly incurred and whether such director or officers acted in good faith and in a manner that is reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

16.3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE 17.
Notice Upon Request

17.1. Upon written request to the Association, identifying the name and address of the holder, insurer or guarantor and the unit and the unit number or address, any mortgage holder, insurer, or guarantor will be entitled to timely written notice of:

1. Any condemnation or casualty loss that affects either a material portion of the project or the unit securing its mortgage.
2. Any sixty-day delinquency in the payment of assessments or charges owed by the owner of any unit on which it holds the mortgage.
3. A lapse, cancellation, or material modification of any insurance policy or fidelity bond maintained by the Association.
4. Any proposed action that required the consent of a specified percentage of mortgage holders.

The Association is required to make available to unit owners and lenders, and to holders, insurers or guarantors of any first mortgage current copies of the Declaration, Bylaws, other rules concerning the project and the books, records and financial statements of the Association. "Available" means available for inspection, upon request, during normal business hours or under other reasonable circumstances.

Any holder of a first mortgage is entitled, upon written request, to a financial statement for the immediately preceding fiscal year.

ARTICLE 18.
Conflicts

1 Any conflict between these Bylaws or the Articles of Incorporation and this Declaration shall be governed by such Declaration, as amended. Any conflict between the Bylaws and the Articles of Incorporation shall be governed by such Articles of Incorporation, as amended.

The above have been amended from time to time and adopted as the Bylaws of ROSEATE COURT ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida.

CERTIFICATE OF AMENDMENT

The foregoing were adopted as the Amended and Restated Bylaws of the Roseate Court Association, Inc., in accordance with the Association's governing documents and Florida Law.

By: [Signature]
Print name: W. H. NIKKEI, as President

Witnesses to President's signature:

[Signature]
print name: ME SYMMONDS

[Signature]
print name: TIFFANY C. MAGGIO

Attest: [Signature]
By: WERNER HANSEN
Print name: WERNER HANSEN
as Secretary

STATE OF FLORIDA)
COUNTY OF MANATEE)

I HEREBY CERTIFY that, on this 24th day of MARCH 2008, the foregoing instrument was acknowledged before me by W. H. NIKKEI, as President of THE ROSEATE COURT ASSOCIATION, INC., a not-for-profit Florida corporation, who () is personally known to me or who () has provided the following form of identification:

My Commission Expires: _____
[Signature]
Notary Public

