

AMENDED AND RESTATED
BYLAWS
OF
LEXINGTON LAKES HOMEOWNERS' ASSOCIATION, INC.

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I.....	1
DEFINITIONS.....	1
ARTICLE II.....	1
LOCATION.....	1
ARTICLE III.....	1
MEMBERSHIP.....	1
ARTICLE IV.....	1
FISCAL YEAR.....	1
ARTICLE V.....	2
BOARD of DIRECTORS.....	2
ARTICLE VI.....	8
OFFICERS.....	8
ARTICLE VII.....	9
MEETINGS of MEMBERS.....	9
ARTICLE VIII.....	10
COMMITTEES.....	10
ARTICLE IX.....	12
BOOKS, PAPERS and NOTES.....	12
ARTICLE X.....	12
WORDS and GENDER or NUMBERS.....	12
ARTICLE XI.....	13
AMENDMENTS.....	13

**AMENDED AND RESTATED
BYLAWS
OF
LEXINGTON LAKES HOMEOWNERS' ASSOCIATION INC.**

ARTICLE I

DEFINITIONS

All defined terms used in these Bylaws shall have the meaning assigned to them in the Declaration.

ARTICLE II

LOCATION

The principal office of the Association shall be located in Palm Beach County, Florida.

ARTICLE III

MEMBERSHIP

Section 1. Membership of the Association is as set forth in the Declaration.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against each owner of, and becomes a lien upon, the Properties against which such assessments are made as provided by Article IV of the Declaration to which the Properties are subject, and in accordance with the Laws of the State of Florida.

ARTICLE IV

FISCAL YEAR

Section 1. The fiscal year of the Association shall be the calendar year, January 1 thru December 31.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The directors of the Association shall be elected at the annual meeting of the members as specified in the Articles of Incorporation. The Nominating Committee report shall list the candidates to be nominated. Any Association member may nominate himself as a candidate for the Board of Directors at the meeting where the election is to be held. The election shall be decided by plurality vote by the votes cast in person or by proxy.

Section 2. The Board of Directors shall consist of nine (9) Directors elected for three (3) year terms, beginning with the election for the fiscal year beginning January 1, 2001.

a. In order to have three (3) Directors elected each year, nine (9) Directors shall be elected at the association annual meeting in 1999, for the fiscal year beginning January 1, 2000, in the following manner:

i. the three (3) candidates receiving the highest number of votes shall be elected for three (3) year terms;

ii. the three (3) candidates receiving the next highest number of votes shall be elected for two (2) year terms; and

iii. the three (3) candidates receiving the next highest number of votes shall be elected for one (1) year terms.

b. Vacancies on the Board of Directors for any reason shall be filled by the Board of Directors for the remainder of the fiscal year in which the vacancies occur. At the next annual meeting of the association, any vacancies on the Board of Directors shall be filled by electing those persons obtaining the next highest vote totals after the candidates for regular three (3) year terms have been elected.

c. The Board of Directors shall have the authority to reduce itself to less than nine (9) members, but in no event less than three (3) members. In the event the Board of Directors reduces the number of Directors, it shall adjust the term of office of Directors to maintain a reasonable length of term of office for all Directors

Section 3. Any director may be removed from office at any time with or without cause by the majority vote of the Association membership, and in accordance with the Statutes of the State of Florida, as they may be amended from time to time.

Section 4. The first meeting of the duly elected Board of Directors, called by the current President for the purpose of organization and election of officers shall be held within seven (7) days after the annual meeting of members.

If the majority of the members of the Board elected shall not be present at that time, or if the directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty (30) days after the annual meeting of members with notice as required in Section 7 of this Article V to each member of the Board elected, stating the time, place and object of such meeting.

Section 5. All meetings of the Board of Directors and committees may be held at any place or places within Palm Beach County, Florida, subject to the following terms and conditions:

a. Regular meetings of the Board of Directors shall be held monthly at a time and place set by the President.

b. Special meetings of the Board of Directors shall be called by the President and notice of each special meeting shall include the agenda to be discussed and acted upon at such meeting. No other business may be transacted thereat.

c. In the event the President refuses or fails to call a meeting of the Board of Directors when the same may be required, such meeting may be called by vote of a majority of the members of the Board of Directors.

d. Meetings of all committees shall be called by the chairperson of such committees when meetings are, in the chairperson's opinion required. No business of a committee can be conducted without a meeting at which a majority of the committee is present.

e. All meetings of the Board of Directors and those committees where a final decision will be made regarding the expenditure of association funds, and anybody vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a member of the community, are subject to compliance with Sections 6, 7 and 8 hereof.

Section 6. All meetings of the Board of Directors and all committees noted in Section 5. e. above shall be open to all Members except for meetings between the Board of Directors and its attorney where the contents of the discussion would otherwise be governed by the attorney-client privilege.

Section 7. Notice shall be required to be given of all meetings of the Board of Directors and all committees noted in Section 5. e. above, except in the event of an emergency. Notice may be given to the Members by any one of the following method:

a. By posting in a conspicuous place in the community at least forty-eight (48) hours before a meeting; or:

- b. By delivery or mail to each Member at least seven (7) days before a meeting; or
- c. By publication of a schedule of meetings in a document delivered to all Members.

Section 8. The following additional provisions shall apply to all meetings of the Board of Directors and all committees noted in Section 5. c. above:

- a. An assessment may not be levied at a meeting unless the notice of the meeting states that assessments will be considered and the nature of the assessment.
- b. Directors may not vote by proxy or by secret ballot, except that secret ballots may be used in the election of officers.
- c. Minutes of all meetings shall be in written form and a vote or abstention from voting for each director present at a meeting must be recorded in such minutes, such recording to include the name and vote of each director present.

Section 9. No Director shall receive any compensation from the Association for acting as such unless approved by Members representing a majority of the total vote of the Association at a regular or special meeting of the Association; provided any Director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other Directors.

Section 10. Subject to the provisions of Section 11 of this Article, all meetings of the Board shall be open to all Members, but no Member other than Directors may participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a Director. In such case, the President may limit the time that any Member may speak.

Section 11. Any action to be taken at a meeting of the Directors or any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, and such consent shall have the same force and effect as a unanimous vote.

Section 12. The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by the Declaration, Articles, or these Bylaws directed to be done and exercised exclusively by the Members. The Board of Directors shall delegate to one of its members the authority to act on behalf of the Board of Directors on all matters relating to the duties of the Managing Agent or Manager, if any, which might arise between meetings of the Board of Directors. In addition to the duties imposed by these Bylaws or by any resolution of the Association that may be hereafter adopted, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation

a. preparation and adoption of an annual budget in which there shall be established the contribution of each owner to the Common Expenses. Any expenditures that would result in an overrun in excess of five percent (5%) of the total annual budget requires Association approval by majority vote of the members present at a meeting called for that purpose;

b. making assessments to defray the Common Expenses, establishing the means and methods of collecting such assessments, and establishing the period of the installment payments of the annual assessment, provided, unless otherwise determined by the Board of Directors, the annual assessment for each Lot's proportionate share of the Common Expenses shall be payable in equal quarterly or monthly installments, as determined by the Board of Directors, each such installment to be due and payable in advance on the first day of the payment period;

c. providing for the operation, care, upkeep, and maintenance of all of the Common Areas;

d. designating, hiring, and dismissing the personnel necessary for the maintenance, operation, repair, and replacement of the Association, its property, and the Common Areas where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;

e. collecting the assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association; the reserve fund may be deposited, in the directors' best business judgment, in depositories other than banks;

f. making and amending rules and regulations;

g. opening of bank accounts on behalf of the Association and designating the signatories required;

h. making or contracting for the making of repairs, additions, and improvements to or alterations of the Common Area in accordance with the other provisions of the Declaration and these Bylaws after damage or destruction by fire or other casualty;

i. enforcing by legal means the Articles of Incorporation, provisions of the Declaration, these Bylaws, and the Rules and Regulations adopted by it and bringing any proceedings which may be instituted on behalf of or against the Owners concerning the Association after receiving the proper authorization, if any, required by the Declaration;

j. obtaining and carrying insurance against casualties and liabilities, as provided in the Declaration, and paying the premium cost thereof;

k. paying the cost of all services rendered to the Association or its members and not chargeable to Owners;

l. keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred. The said books and vouchers accrediting the entries thereupon shall be available for examination by the Owners and mortgagees, their duly authorized agents, accountants, or attorneys, during general business hours on working days at the time and in a manner that shall be set and announced by the Board of Directors for the general knowledge of the owners. All books and records shall be kept in accordance with generally accepted accounting practices;

m. make available for review to any prospective purchaser of a Lot, any Owner of a Lot, any first Mortgagee, and the holders, insurers, and guarantors of a first Mortgage on any Unit, current copies of the Declaration, the Articles of Incorporation, the Bylaws, rules governing the Lot and all other books, records, and financial statements of the Association; and

n. permit utility suppliers to use portions of the Common Areas reasonably necessary to the ongoing development or operation of the Properties.

Section 13. The Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize. No management contract may have a term in excess of one (1) year and must permit termination by either party without cause and without a termination fee on ninety (90) days, or less, written notice.

Section 14. The following management standards of performance will be followed unless the Board by resolution specifically determines otherwise:

a. accrual accounting, as defined by generally accepted accounting principles, will be employed;

b. accounting and controls should conform with established AICPA guidelines and principles, which require, without limitation, (i) disbursements by check requiring two (2) signatures, and (ii) cash disbursements limited to amounts of seventy-five dollars (\$75.00) and under;

c. cash accounts of the Association shall not be commingled with any other accounts;

d. no remuneration shall be accepted by a managing agent from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; any thing of value received shall benefit the Association;

e. any financial or other interest which a managing agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board of Directors;

f. an annual statement consisting of at least the following shall be made available with notification of availability provided to Members, in accordance with the Statutes of the State of Florida: (i) a balance sheet as of the end of the fiscal year; (ii) an operating (income) statement for the fiscal year; and (iii) a statement of changes in financial position for the fiscal year.

Section 15. The Board of Directors shall have the power to borrow money for the purpose of repair or restoration of the Common Areas without the approval of the Members of the Association. The Board shall obtain Member approval by majority vote of the Membership in the same manner provided in the Declaration for special assessments in the event that the proposed borrowing is for the purpose of modifying, improving, or adding amenities, and the total amount of such borrowing exceeds or would exceed two percent (2%) of the budgeted gross expenses of the Association for that fiscal year.

Section 16. The Board shall have the power to impose reasonable fines, in accordance with the Statutes of the State of Florida as they may be amended from time to time, which shall constitute a lien upon the property of the violating Owner, and to suspend an Owner's right to vote or to use the Common Area for violation of any duty imposed under the Declaration, these Bylaws, or any rules and regulations duly adopted hereunder; provided, however, nothing herein shall authorize the Association or the Board of Directors to limit ingress and egress to or from a Lot.

a. Violations. In the event that any occupant of a Lot violates the Articles of Incorporation, Declaration, Bylaws, or a rule or regulation and a fine is imposed, the fine shall first be assessed against the occupant; provided, however, if the fine is not paid by the occupant within the time period set by the Board, the fine shall constitute a lien upon the Lot in which the occupant resides, and the Owner shall pay the fine upon notice from the Association. The failure of the Board to enforce any provision of the Articles of Incorporation, Declaration, Bylaws, or any rule or regulation shall not be deemed a waiver of the right of the Board to do so thereafter;

b. Notice. Prior to imposition of any fine or suspension hereunder, the Board or its delegate will serve the alleged violator with written notice (i) describing the nature of the alleged violation, (ii) stating the proposed fine or suspension to be imposed, (iii) stating a period of not less than fourteen (14) days within which the alleged violator has an opportunity for a hearing before a committee of at least three (3) members appointed by the Board; and (iv) a statement that the proposed fine or suspension shall be imposed as contained in the notice unless a challenge is begun within fourteen (14) days of the notice. If a timely challenge is not made, the fine or suspension stated in the notice shall be imposed;

c. Hearing. The hearing shall be held before the body specified in the notice which shall afford the Owner a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of proper notice shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, Director, or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator or his designated representative appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed;

d. Additional Enforcement Rights. Notwithstanding anything to the contrary herein contained, the Association, acting through the Board of Directors, may elect to enforce any provision of The Articles of Incorporation, Declaration, these Bylaws, or the Rules and Regulations of the Association by self-help (specifically including, but not limited to, the towing of vehicles that are in violation of parking rules and regulations) or by suit at law or in equity to enjoin any violation or to recover monetary damages or both without the necessity for compliance with the procedure set forth above. In any such action, to the maximum extent permissible, the Owner or occupant responsible for the violation for abatement is sought shall pay all costs, including reasonable attorneys' fees actually incurred.

ARTICLE VI

OFFICERS

Section 1. The officers of the Association shall be elected annually by the Board of Directors from the Board of Director membership at the first meeting of the Board of Directors following each annual meeting of the Members, as herein set forth in Article VII.

Section 2. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board.

Section 3. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the members of the Association and of the Board of Directors. He shall have the general powers and duties of supervision and management of the Association which usually pertain to his office, and shall perform all such duties as are properly required of him by the Board of Directors.

The Board of Directors shall elect one Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required of him by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

The Secretary shall issue notices of all meetings of the membership of the Association and the Board of Directors where notice of such meetings is required by law or in these Bylaws. The Secretary shall keep the minutes of the meetings of the membership and of the Board of Directors.

Section 4. The Treasurer shall have the care and custody of all the monies and securities of the Association. The Treasurer shall enter on the books of the Association, to be kept by the Treasurer for that purpose, full and accurate accounts of all monies received by the Treasurer and paid by the Treasurer on account of the Association. The Treasurer shall sign such instruments as require the Treasurer's signature and shall perform all such duties as usually pertain to the Treasurer's office or as are properly required of the Treasurer by the Board of Directors.

Section 5. Vacancies in any office arising from any cause may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Any officer may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII

MEETINGS OF MEMBERS

Section 1. The regular annual meeting of the members shall be held in the Month of November at such time and place as shall be determined by the Board of Directors. The purpose of the annual meeting is to elect the Board of Directors.

Section 2. Special meetings of the members shall be called for any purpose at any time by the President or a majority of the members of the Board of Directors. The Association President shall call a special meeting of the Association membership upon submission of a petition signed by no less than twenty-five (25) Association members to the Association President. All actions of the Association shall be taken by the Board of Directors unless otherwise provided in these documents.

Section 3. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, (postage thereon fully paid), by overnight courier or by telecopy transmittal, to his address appearing on the records of the Association. Each member shall register his address with the Secretary, and notices of meetings shall be mailed to them at such addresses.

Notice of any meeting, regular or special, shall be mailed, personally delivered by overnight courier or telecopied at least fourteen (14) days in advance of the meeting and shall set forth the general nature of the business to be transacted, provided, however, that if any business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the meeting of members entitled to cast thirty percent (30%) of the membership votes shall constitute a quorum for any action governed by these Bylaws.

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

The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, provided that Members representing at least twenty-five percent (25%) of the total votes of the Association remains present, and provided further that any action taken shall be approved by at least a majority of the Members required to constitute a quorum.

Section 6. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring thereat. Roberts Rules of Order shall govern the conduct of meetings.

Section 7. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action.

ARTICLE VIII

COMMITTEES

Section 1. The Architectural Review, Building and Grounds, Landscaping, Nominating and Finance Committees shall be standing committees of the Association.

The President shall appoint the chairperson of all committees unless otherwise specified herein. Committee members shall be selected with the advice and consent of the President.

Section 2. The Architectural Review Committee, (ARC) members shall serve and shall have the duties, functions and responsibilities as described in the Declaration and herein and such additional duties as determined by the President.

a. The ARC shall also have the responsibility to maintain and sustain the appearance of the community through observation, recommendation and enforcement through the procedures provided herein:

b. ARC's Consent. Any request by an Owner for approval by the ARC to any addition, alteration, improvement, or change shall be in writing and shall be accompanied by plans and specifications or other details as the ARC may deem reasonably necessary in connection with its determination as to whether or not it will approve the same. Approval of any request shall not be unreasonably withheld, and shall not be withheld in a discriminatory manner or in a manner which unreasonably prohibits the reasonable development of any Lot but may be withheld due to aesthetic considerations:

c. Notwithstanding the foregoing, the ARC may withhold approval for upgraded landscaping to be installed by an Owner within that portion of his Lot to be maintained by the Association solely due to maintenance and related considerations, and the ARC may withhold approval for construction of swimming pools due to nuisance and related considerations such as the likelihood of interference with other residents of the Properties during construction:

d. The Owner shall be notified of the ARC's approval or disapproval by written notice within thirty (30) days after request for such consent is made in writing and received by the ARC. In the event the ARC fails to disapprove any request within such thirty (30) day period, the consent shall be deemed approved and upon request the ARC shall give written notice of such approval. In consenting to any plans or specifications, the ARC may condition such consent upon changes being made:

e. If the ARC consents to any plan and specification, the Owner may proceed to make the alteration, addition, improvement, or change in strict conformance with the plans and specifications approved by the ARC, and subject to any conditions of the ARC's approval:

f. A party aggrieved by a decision of the Architectural Review Committee shall have the right to make a written request to the Board of Directors, within thirty (30) days of such decision so that the Board of Directors may review such decisions. The determination of the Board of Directors, upon reviewing such decisions of the Architectural Review Committee, shall in all events be dispositive.

Section 3. The Building and Grounds Committee shall be responsible for the care and maintenance of the common facilities of the Association.

Section 4. The Landscaping Committee shall be responsible for the care and maintenance of the landscaping and sprinkler systems of the Association as described in the Declaration.

Section 5. The Nominating Committee shall consist of five (5) members of the Association, two (2) from the Board of Directors and three (3) from the membership at large; which five (5) members shall be selected by the President with the approval of the Board of Directors. The Association President shall appoint a temporary chairperson to initiate the committee activities. The Nominating Committee shall be responsible for assuring that the minimum number of candidates will be available, without selection, to run for the open positions on the Association Board of Directors. Resumes will be obtained from candidates who choose to submit same, and included in the information package sent to the association membership without charge. The committee will coordinate the notification process to assure the required information is provided to the membership in a timely manner. The nominating committee shall submit a report in writing to the President and Secretary forty five (45) days prior to the next election.

Section 6. The Finance Committee shall provide financial guidance to the Association as determined by the President.

ARTICLE IX

BOOKS, PAPERS AND NOTES

Section 1. The books, records and papers of the Association will at all times, during reasonable business hours, be subject to the inspection of any member of the Association.

ARTICLE X

WORDS AND GENDER OR NUMBER

Section 1. As used in this Document, unless the content clearly indicates the contrary, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

ARTICLE XI

AMENDMENTS

Section 1. These Bylaws may be amended, by an affirmative vote of a majority of the Board of Directors and at a regular or special meeting of the members, by a vote of a majority of members present in person or by proxy, provided that the notice to the members of the meeting disclosed the information that the amendment of the Bylaws was to be considered; or by written consent in accordance with the Laws of the State of Florida provided, however, the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matters stated herein to be or which are in fact governed by the Declaration of Restrictions and Protective Covenants referred to herein may not be amended except as provided in such covenants.

Section 2. Amendments to these Bylaws may be proposed by Association members by submitting a petition to the Board of Directors signed by at least twenty-five (25) members of the Association.

Section 3. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the said Declaration shall control.

The foregoing were adopted as Amended and Restated Bylaws of LEXINGTON LAKES HOMEOWNERS' ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, on the 20th day of August, 1999.

Lewis J. Doctor
Lewis J. Doctor, President

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11 day of OCT, 1999, by Lewis J. Doctor as President of LEXINGTON LAKES H.O.A., who is Personally Known ☒ or Produced Identification .

Type of Identification Produced



NOTARY PUBLIC (SEAL)

Sign [Signature]

Print Norman Silverstein

State of Florida

My Commission Expires 9/7/03



This instrument prepared by:
Louis Caplan, Esquire
ST. JOHN, DICKER & CAPLAN,
KRIVOK & CORE, P.A.
500 Australian Avenue South
Suite 600
West Palm Beach, Florida 33401