PORT SEWALL HARBOR & TENNIS CLUB OWNERS ASSOCIATION, INC.

ASSOCIATION

DOCUMENTS

PORT SEWALL HARBOR & TENNIS CLUB
OWNERS ASSOCIATION, INC.

ARTICLES OF INCORPORATION

820478

RECORD VERIFIED

State of Florida

Department of State

I certify that the attached is a true and correct copy of Amended and Restated Articles of Incorporation, filed March 27, 1990, for PORT SEWALL HARBOR AND TENNIS CLUB OWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 729890.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 28th day of March, 1990.

Jim Smith

Jim Smith
Secretary of State

CR2E022 (6-88)

FILED.
1990 MAR 27 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

THE PORT SEWALL HARBOR

and

TENNIS CLUB OWNERS ASSOCIATION, INC.

(A Corporation Not for Profit)

We, the undersigned, hereby associate ourselves for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, and do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of this Corporation shall be: THE PORT SEWALL HARBOR and TENNIS CLUB OWNERS ASSOCIATION, INC.

ARTICLE II

PURPOSES AND POWERS

The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The general nature of the objects and purposes for which this Corporation is formed is to promote the health, safety and

welfare of the members of this Corporation who are owners of real property in:

PORT SEWALL HARBOR AND TENNIS CLUB, a subdivision of Martin County, Florida, according to the Plat thereof, recorded in Plat Book 6, at Page 46, of the Public Records of Martin County, Florida, and Lots 2 and 3, Block 162 of the subdivision of GOLDEN GATE, according to the Plat thereof recorded in Plat Book 11, Page 41 of the public records of Martin County, Florida and for these purposes to:

A. Maintain the private streets and parking areas within the Subdivisions including entrances and green areas within the roadways;

B. Maintain and operate street lights, tennis courts, swimming pool, and recreation area within the Subdivisions;

C Provide guard patrol services, including one or more guard houses in the Subdivision;

D. Maintain, preserve and keep clean the waterways within the Subdivisions, including drainage areas and nature areas;

E. See that all covenants, restrictions, zoning ordinances and regulations applicable to the Subdivisions are duly enforced;

F. Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors of this Corporation, will promote the common benefit and enjoyment of the residents of the Subdivisions.

This Corporation shall have all the powers conferred upon a corporation not for profit by the laws of the State of Florida except as the same may be limited herein or by the By-Laws of the corporation.

ARTICLE III

MEMBERSHIP QUALIFICATIONS, DUES AND ASSESSMENTS

Each person and entity who is an owner of record of the fee simple title to any lot in the Subdivisions shall automatically be a member of this Corporation by virtue of such ownership. A mortgagee of any such lot shall not be a member of this Corporation unless and until such mortgagee has acquired title to such lot pursuant to foreclosure or any proceeding in lieu of foreclosure.

Membership dues and assessments may be charged and collected, and provision therefore may be prescribed by the By-Laws of the Corporation or by the Declaration of Protective Covenants. The Board of Directors may be empowered to determine and collect such fees, dues and assessments.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

ADMINISTRATION

The business and affairs of the Corporation shall be managed by the Board of Directors, which shall consist of not less than three (3) persons. The Directors shall be elected at an Annual Meeting of the Members in the manner prescribed by the By-Laws adopted for the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

The names and addresses of the present Board of Directors, which Directors shall hold office until the Annual Meeting of the Members, and until their successors are elected and have qualified, are as follows:

Albert J. Evans
3514 SE Narragansett Terrace, Stuart, FL 34997

Carl Miller
3770 SE Quanset Terrace, Stuart, FL 34997

Harold Fleming
3870 SE Quanset Terrace, Stuart, FL 34997

Gwen Campbell
2995 SE Glasgow Drive, Stuart, FL 34997

Harry Hassenfratz
2985 SE Glasgow Drive, Stuart, FL 34997

ARTICLE VII

OFFICERS

The Officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer and Secretaries,

and such other officers as may be provided in the By-Laws. The officers shall be elected at an Annual Meeting of the Board of Directors in the manner prescribed by the By-Laws adopted for the Corporation.

ARTICLE VIII

PRESENT OFFICERS

The names of the officers who are to serve until the next Annual Meeting of the Board of Directors to be held and until their successors are elected and have qualified, are as follows:

Albert J. Evans, President
3514 SE Narragansett Terrace, Stuart, FL 34997

Carl Miller, Vice President
3770 SE Quanset Terrace, Stuart, FL 34997

Harold Fleming, Treasurer
3870 SE Quanset Terrace, Stuart, FL 34997

Gwen Campbell, Recording Secretary
2995 SE Glasgow Drive, Stuart, FL 34997

Harry Hassenfratz, Corresponding Secretary
2985 SE. Glasgow Drive, Stuart, FL 34997

ARTICLE IX

BY-LAWS

The By-Laws may be amended, altered or rescinded by the Board of Directors or the members of the Corporation in any manner permitted by the By-Laws.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the members present or represented by proxy at any annual or special meeting provided that notice of the proposal to amend the Articles of Incorporation is sent to the members in accordance with the By-Laws of the Corporation.

ARTICLE XI

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or other transaction between the Corporation and any other corporation, association, person or firm, in the absence of fraud, shall be invalid, void or voidable because one or more Directors or officers of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of the Corporation may vote on any contract or other transaction between the Corporation and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and

the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fee, reasonably incurred by or imposed upon him in connection with any civil or criminal proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful malfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of

all other rights to which such Directors or officer may be entitled.

The foregoing amended Articles of Incorporation were adopted by the Port Sewall Harbor and Tennis Club Owners Association, Inc. by its Board of Directors, at a special meeting held on February 22, 1990.

Albert J. Evans

ALBERT J. EVANS, President

(Corp. Seal)

Attest:

Gwen Campbell

GWEN CAMPBELL, Secretary

FILED FOR RECORD
MARTIN CO. FLA.
90 APR -2 AM 10:06
MARTHA STILLER
CLERK OF CIRCUIT COURT
BY D.C.

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, the undersigned authority, personally appeared Albert J. Evans and Gwen Campbell to me known to be the persons described in and who executed the foregoing amended Articles of Incorporation and who acknowledged before me that they executed same.

WITNESS my hand and official in the County and State above named this 26th day of February, 1990.

Notary Public

My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES FEB. 8, 1992
BONDED THRU NOTARY PUBLIC UNDERWRITERS

PORT SEWALL HARBOR & TENNIS CLUB OWNERS ASSOCIATION, INC.

COVENANTS

DR

INSTR # 1596448
OR BK 01675 PG 1811
RECORDED 08/30/2002 11:37:35 AM
MARSHA EWING
CLERK OF MARTIN COUNTY FLORIDA
RECORDED BY L Pinera

AMENDMENT TO AND RESTATEMENT OF

DECLARATION OF PROTECTIVE COVENANTS

COVERING ALL OF

PORT SEWALL HARBOR AND TENNIS CLUB,

a subdivision of Martin County, Florida, according to the plat thereof as recorded in Plat Book 6, Page 46 of the public records of Martin County, Florida, and Lots 2 and 3, Block 162 of the subdivision of GOLDEN GATE, according to the plat thereof recorded in Plat Book 11, Page 41 of the public records of Martin County, Florida.

THIS AMENDED DECLARATION, made this 29th day of August, 2002 by PORT SEWALL HARBOR AND TENNIS CLUB OWNERS ASSOCIATION, INC., a Florida nonprofit corporation, hereinafter referred to as the "Association."

W I T N E S S E T H:

WHEREAS, all of the Lots in the subdivision described in Article I are owned, held, transferred, sold, conveyed and occupied subject to the covenants, restrictions and easements set forth in the original Declaration of Protective Covenants recorded in Official Records Book 373, Page 1866 of the public records of Martin County, Florida and the amendments thereto recorded in Official Records Book 413, Page 2123; Official Records

Book 421, Page 1937; Official Records Book 437, Page 814; Official Records Book 814, Page 954; Official Records Book 835, Page 453; and Official Records Book 853, Page 152, all being the public records of Martin County, Florida; and

WHEREAS, the Association did acquire from the developer of the subdivision the right to amend, modify, add or abrogate the covenants and restrictions by assignment dated March 1, 1988 and recorded in Official Records Book 785, Page 1882 of the public records of Martin County, Florida on October 24, 1988 and;

WHEREAS, it is the desire of the Association to further amend and restate the protective covenants and to set forth all of the existing covenants in one instrument;

NOW, THEREFORE, the Association declares that each Lot in the subdivision described in Article I herein is held, transferred, sold, conveyed and occupied subject to the covenants, restrictions, easements and liens hereinafter set forth in this Declaration.

ARTICLE I

PROPERTY SUBJECT TO THIS DECLARATION

1.1 Port Sewall Harbor & Tennis Club. The real property which is, and shall be held, transferred, sold, conveyed and occupied subject to this Declaration is located in the subdivision PORT SEWALL HARBOR AND TENNIS CLUB, according to the plat thereof recorded in Plat Book 6, Page 46 of the public records of Martin County, Florida and Lots 2 and 3, Block 162 of the subdivision of GOLDEN GATE, according to the plat thereof recorded in Plat Book 11, Page 41 of the public records of Martin County, Florida (hereinafter the "Property").

ARTICLE II

DEFINITIONS

2.1 **Definitions**. The following words, when used in this Declaration, shall have the following meanings:

(a) "**Architectural Board**" shall mean and refer to members appointed by the Board of Directors to review, approve or disapprove building and landscape plans in accordance herewith and as stated in the By-Laws of the Association.

(b) "**Association**" shall mean and refer to the Port Sewall Harbor and Tennis Club Owners Association, Inc., a Florida corporation not for profit, acting through its Board of Directors and officers.

(c) "**Board of Directors**" shall mean and refer to those members elected to the governing body by a quorum of members, represented in person or by proxy, at the annual members meeting.

(d) "**Commercial Vehicles**" shall mean and refer to all motor vehicles with commercial lettering on the body of the vehicle, and any motor vehicle defined as a "commercial vehicle" by Martin County Code, as amended from time to time.

(e) "**Common Area**" shall mean and refer to all of the real property, including streets, parking areas, parks, easements, playgrounds and recreation areas, and all improvements located thereon and all personal

property owned by or dedicated to the Association for the common use and enjoyment of the members.

(f) "**Lot**" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Port Sewall Harbor and Tennis Club except the Common Area.

(g) "**Member**" shall mean and refer to the fee simple owner or owners of each Lot within the real property described in Article I hereof.

(h) "**Nuisance**" shall mean and constitute an action by a member, resident or guest of any Lot, which causes the filing of three separate written complaints by three separate individuals on three separate occasions.

(i) "**Single Family**" shall mean and refer to any number of individuals living together and interrelated by blood, marriage or legal adoption, including offspring thereof within two generations, or not more than two persons living together as consenting adults who are not be interrelated, and their offspring within two generations.

ARTICLE III

DUTIES

3.1 Duties of Members. All Members who lease their homes or permit their homes to be occupied by others shall acquaint the lessee or occupant with the covenants pertaining to the Property and the lessee or occupant shall be equally responsible with the owner for strict adherence to the covenants. Any breach of the covenants by the lessee

or the occupant shall subject the lessee or occupant and the owner to all of the remedies available to the Association under Article XV hereof and to the remedies contained in the By-Laws of the Association.

3.2 Duties of Board. The Board shall enforce all covenants, restrictions, ordinances and regulations applicable to the Property and prescribe the duties of the officers of the Association in the By-Laws.

ARTICLE IV

CONVEYANCES MADE OF LAND

4.1 Acceptance of Covenants. Whether or not provision therefore is specifically stated in any conveyance made since the filing of the original Declaration of Protective Covenants, the owner or occupant of each Lot described in Article I, by the acceptance of title or possession thereof, covenants and agrees to all of the provisions of the original Declaration of Protective Covenants and all subsequent amendments thereto.

ARTICLE V

USE RESTRICTIONS

5.1 Single Residence. Only one building for use by a Single Family may be built on each Lot.

5.2 Prohibition of Drilling. No well for the production of oil or gas nor any excavation for the extraction of minerals or soil shall be made or operated upon any Lot.

5.3 Regulation of Animals. Animals, birds, poultry, or livestock of any kind raised for commercial purposes are prohibited. Animals or birds kept as household pets are permitted, but may not become a nuisance to the neighbors and the owner shall abide by all county and state laws and regulations, which includes keeping dogs on leashes at all times when the animal is off the owner's property.

5.4 Leasing Property. The renting or leasing of any less than the entire residence to an unrelated person or unrelated persons is strictly prohibited.

ARTICLE VI

SETBACK RESTRICTIONS

6.1 Setback lines. The front, side and rear property setback lines shall comply with the Martin County zoning setback requirements in effect at the time the building is erected.

6.2 Measurements. Where Lots have curved property lines, setback distances shall be taken at right angles with the tangent to the curve. All other setbacks shall be measured at right angles to the property lines at the closest point to the building placed thereon.

6.3 Variances. Any variance as to setback lines granted by the authority designated to do so under the zoning code applicable to the Property will operate as a variance under these restrictions.

ARTICLE VII

BUILDING AND LANDSCAPE PLANS

7.1 Architectural Board. For the purpose of ensuring the development and maintenance of the Property as a residential area of high standards, the Association grants to the Architectural Board the power to control building, Lot drainage, landscaping and other permitted improvements or additions placed on each Lot by review, approval or disapproval, and may require a damage deposit prior thereto.

7.2 Improvements to Residence. No building, wall, structure, landscape or other improvements or additions shall be placed upon any Lot unless and until plans and specifications therefor and the plot plan have been submitted to and approved in writing by the Architectural Board. Each such improvement or addition shall be placed upon the Lot only in accordance with the approved plans, specifications and plot plan.

7.3 Necessity of Approval. Refusal to approve any improvements or additions may be based upon any grounds deemed sufficient by the Architectural Board, including purely aesthetic considerations. No alteration in the exterior appearance of any structures nor any changes in the color thereof shall be made without the Architectural Board's approval.

7.4 Approval Period. All plans must be approved or disapproved in writing by the Architectural Board within thirty (30) days of the submission of the plans. A plan may be submitted to either the President or the Vice President of the Board of Directors of the Association, in order to commence the start of the thirty (30) day period. It shall be the

duty of the President or the Vice President to submit the plans to the Architectural Board. In the event of a dispute regarding a decision by the Architectural Board, a Member may appeal to the Board of Directors of the Association, who will then make the final determination within fifteen (15) days of the appeal by the Member. The Board's decision regarding any such dispute shall be final.

7.5 Default Board. In the event the Architectural Board fails to meet or is not appointed in any given year, the Board of Directors of the Association shall constitute the Architectural Board.

ARTICLE VIII

NUISANCES AND OFFENSIVE ACTIVITIES

8.1 Maintenance of Lot. No weeds, grass, underbrush or other unsightly growths or objects shall be permitted to grow or remain upon any Lot, or parts thereof or upon the roads adjoining thereto. In the event any owner or occupant of any Lot shall fail or refuse to keep said Lot free from such, the Association shall have the authority after providing at least fifteen (15) days written notice and an opportunity to cure any violation of this provision, to enter upon the Lot and remove or correct the same at the expense of the owner and such entry shall not be deemed a trespass.

8.2 Maintenance of Common Area. No materials of any kind shall be placed in the creeks, swales, drainage ditches, roads or Common Area.

8.3 Prohibited Activities. No activity of an offensive, noxious, dangerous or noisy nature which constitutes a nuisance shall be carried on or permitted within the Property.

8.4 Prohibited Vehicles. No vehicles emitting objectionable smoke or noise which constitute a nuisance shall be operated in the Property.

8.5 Placement of Signs. No more than two signs of any nature may be displayed on any Lot. Each such sign shall not exceed 160 square inches in total area. Signs include but are not limited to "for rent" and "for sale" signs.

8.6 Screening of Non-Structural Items. Garbage cans, clotheslines, air conditioners, and other equipment or machinery shall be designed, located, maintained or screened so that such items are not in direct view from the street.

8.7 Repair of Vehicles. No commercial repair of any water craft or motor vehicle shall be performed on any Lot, including within the confines of structures on any Lot. The personal repair of an individual Member's water craft or motor vehicle shall be permitted only within the confines of a structure on the Member's Lot.

8.8 Obstruction of View. No object, such as a fence, wall, hedge, or plantings shall obstruct sight at elevations between two (2) and six (6) feet above the roadway adjacent to the intersection of a driveway.

ARTICLE IX

PROHIBITED PARKING

9.1 Lots. No house trailers, buses, or commercial vehicles shall be parked on any Lot or in the driveway of a residence in the Property, except for temporary parking of commercial vehicles as may be necessary to service a residence in the Property, or if such vehicle is parked inside of a closed garage.

9.2 Common Areas. Parking or driving on grass is prohibited in the Common Area.

9.3 Storage of Vehicle. Parking or storage of jalopies, junks, or unlicenced road vehicles or any Lot in the Property, other than within a garage, is prohibited.

9.4 Water Craft. Any water craft stored on a Lot within the Property shall be kept in a garage, behind a fence which is the maximum height allowed by Martin County, or otherwise stored in a manner so as not to be visible from the street.

ARTICLE X

MINIMUM SIZE OF A RESIDENCE

10.1 Living Area. The floor area of any residence shall not be less than 1,500 square feet, excluding in the computation garages and screened or unscreened porches or pool enclosures.

ARTICLE XI

TELEPHONE AND ELECTRIC POWER

11.1 Underground. No overhead electric or telephone wires or other utility structures will be permitted in the Property. All electric transmission and distribution lines and communication lines both within the private streets and utility easements and within the Lots shall be underground.

11.2 Easement. A permanent and irrevocable easement is likewise given and granted to any utility which shall, by separate agreement or by law, have the right or

obligation to provide utility services to the Property, to install, repair and maintain their utility lines within the right-of-way of any such road, and the easements herein referred to shall continue in perpetuity, notwithstanding any provisions of this Declaration regarding termination of the provisions hereof.

ARTICLE XII

STREETS, STREET LIGHTS & UTILITY SERVICES

12.1 Street Light Maintenance. Each Lot owner shall install an outdoor front post light as part of the building plan, and shall be responsible for its continued operation. Such light shall be illuminated from sunset to sunrise.

12.2 Visibility. The post light shall be visible from the street. Light fixtures attached to a structure on the Lot shall not suffice as a post light.

ARTICLE XIII

EASEMENTS & DRAINAGE

13.1 Easements. Easements are hereby reserved by the Association for utilities, drainage or other purposes on or between all Lots in the Property as indicated by the Plat of said Property. In addition, the Association specifically reserves an easement for emergency vehicle access between Lots 25 and 26, Block A of the Property. The Association reserves the right to use any and all easements shown on the Plat, or which are hereinafter created for installation of utilities or other uses deemed by it to be necessary for the service of the Property and any wall, fence, paving, planting or any other

improvements placed thereon by the owner of the property on which the easement lies shall be removed, if required by the Association, at the expense of said owner.

13.2 Elevations. The elevation and grades of Lots shall not be changed in such a way as to cause flooding of adjoining lands or the settling or breaking of structures on adjoining lands due to loss of support or as specified by County ordinance.

ARTICLE XIV

SEWERAGE

14.1 Sewer Service. No owner or occupant of a Lot shall construct or place a septic tank in service nor construct or place a well in service, other than as a source of water to irrigate. All owners and occupants shall secure their water and sewer services from a franchised utility which has service available to the Property.

ARTICLE XV

THE ASSOCIATION

15.1 Membership. All owners of Lots shall automatically become Members of the Association upon the recording of a deed thereto. Membership may not be separated from ownership.

15.2 Voting. There shall be one class of voting membership. Each Lot shall be entitled to one vote. The manner of voting and determination of which multiple owner has the right to vote is determined by the By-Laws.

15.3 Board of Directors. The Members shall elect, at the annual members' meeting, a Board of Directors, consisting of five (5) members and the officers of the Association, whose terms of office and authority shall be determined by the By-Laws.

15.4 Superiority of Covenants. Any inconsistency between this Declaration of Protective Covenants, the Articles of Incorporation or the By-Laws, or shall be resolved in favor of this Declaration of Protective Covenants.

ARTICLE XVI

MAINTENANCE ASSESSMENTS

16.1 Regular Assessments. Each Member of the Association as a Lot owner, shall be obligated to pay to the Association such regular annual assessments as may be levied by the Board of the Association for the purpose of promoting the health, safety and welfare of the Members and to maintain the Common Area and facilities.

16.2 Assessment Due Date. The regular assessment shall become due and payable on July 1 of each year, unless otherwise determined by a vote of the membership, and written notice thereof shall be given to each Member by regular mail or hand delivery at least 30 days prior thereto. The failure to mail or receive the assessment notice shall not affect the validity of the regular annual assessment.

16.3 Special Assessments. Special assessments may be levied by the Association for the purpose of defraying unanticipated operating expenses or the cost of any construction, reconstruction, repair or replacement of a capital improvement upon the Common Area, provided that any such special assessment shall be approved by a majority

of those Members present in person or by proxy at a special meeting of the members or by at least a majority of those Members voting by written consent forms as long as written consent forms are received from at least thirty percent (30%) of the Members.

16.4 Owner's Obligation. Each Owner, of any Lot in the Property by acceptance of a deed therefor, whether or not it shall be so expressed in any such deed or other conveyance, is deemed to covenant and agree to pay to the Association assessments or charges to be fixed, established and collected from time to time as herein provided. The assessments, together with such interest thereon and costs of collection thereof as hereinafter provided, shall be a charge on the land and shall be a continuing lien upon the Lot against which each such assessment is made. Such assessments, charges, interest, costs and attorneys fees shall also be the continuing personal obligation of such Lot owner.

16.5 Provision of Certificate. The Association shall, upon demand, furnish any owner a certificate signed by an officer setting forth the extent of any unpaid assessments, charges or liens, which certificate shall be binding upon the Association.

16.6 Priority of and Subordination of Lien to First Mortgages; Subordination of Liens. Regardless of the date of recordation of any claim of lien, the effective date thereof shall relate back to and shall take priority as of the date or recordation of the original Declaration of Protective Covenants. Provided however, that regardless of the effective date of the lien of any assessments made by the Association, such assessment lien shall be subordinate and inferior to the lien of the mortgage of any institutional mortgagee which holds a first mortgage of public record. The Association may, in its discretion, subordinate in writing, for limited periods of time, the liens of the Association against any Lot for the benefit of or better security of a mortgage.

ARTICLE XVII

REMEDIES FOR VIOLATIONS

17.1 Violations. In the event of a violation of any of the covenants, restrictions, rules or regulations by any member, the Association shall have the following alternative remedies available to it:

(a) Liens. If the violation is a failure to pay a regular or special assessment within thirty (30) days of the date when due, the Association, through the Board of Directors shall have the power and authority to file in the public records of Martin County, a lien against the property of the defaulting member for the amount of the delinquent assessment together with interest thereon at the maximum rate allowed by law, a late payment charge determined by the Board of Directors and reasonable attorney fees and costs.

(b) Foreclosure and Actions for Damages. Any liens so recorded may be foreclosed as are other liens or mortgages. Additionally, the Association may bring a personal action for damages to recover outstanding assessments, late fees, fines and charges authorized herein.

(c) Fines. If the violation relates to any action or inaction other than the failure to pay an assessment, the Association may levy a fine against the violating Lot owner, resident or guest in accordance with Section 720.305, Florida Statutes (2000), as amended from time to time. The Association

shall have the authority to levy a fine of up to $50.00 for each violation, and each day of a continuing violation shall be considered a separate violation for the purpose of implementing this provision. All fines shall be considered assessments and may be collected in the same manner as other assessments in accordance with Articles XVI and XVII of this Declaration, including but not limited to the recordation and foreclosure of a lien therefore.

(d) Self-Help. The Association shall alternatively or cumulatively have the power and authority to enter upon the offending Member's Lot where the violation exists and summarily abate or remove same at the expense of the Member or to apply to the courts for equitable injunctive relief which may be appropriate, and recover damages, interest and attorney fees therein. The election of one remedy shall not constitute a waiver of any other remedy.

17.2 Attorneys Fees. If the Association hires an attorney in order to obtain compliance by a Member with the provisions of this Declaration or to collect delinquent assessments, charges, interest or fines, or to protect the Association's interest in any Lot in the event of a foreclosure by another lien holder, then the Lot owner shall be required to pay all attorneys costs and fees incurred for such services.

ARTICLE XVIII

AMENDMENT OF COVENANTS

18.1 Right to Modify. The Association may modify, amend, abrogate, add to or delete any provisions of this Declaration in the following manner:

(a) Proposal and Notice. The Board of Directors may propose an amendment to the Declaration. The Board shall provide a copy of the proposed amendment and written notice of a meeting to be held for the purpose of voting on same at least thirty (30) days prior to any membership meeting at which the amendments will be voted upon.

(b) Approval. Such amendment(s) shall be approved by a majority vote of those members of the Association present and voting in person or by proxy at an annual or special members meeting called at least in part for the purpose of voting on such amendment, at which a quorum is attained.

The undersigned, PORT SEWALL HARBOR AND TENNIS CLUB OWNERS ASSOCIATION, INC., hereby consents to the terms and provisions contained in the foregoing Second Amended and Restated Declaration and hereby assumes the duties and obligations imposed upon the undersigned thereunder.

Witnesses:

Witness #1 Signature

MARYA CORONATO
Witness #1 Name Printed

Witness #2 Signature

Lisa Michelle Jay
Witness #2 Name Printed

PORT SEWALL HARBOR AND TENNIS CLUB OWNERS ASSOCIATION, INC.

By: _____

Susan E. O'Rourke Its President

Witness #1 Signature

Robin Hall
Witness #1 Name Printed

By: Jeanine M Typner
_____, Its Secretary

Witness #2 Signature

Jeanine M. Typner

Kelly M. Dunn
Witness #2 Name Printed

CORPORATE SEAL

Port Sewall Harbor and Tennis Club Owners Association, Inc.

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on August 29, 2002, by Susan O'Rourke, as President of Port Sewall Harbor and Tennis Club Owners Association, Inc. [ ] who is known to me, **or** [X] who produced FL Driver's License as identification.

Notarial Seal

Lisa Michelle Jay
NOTARY PUBLIC
Printed Name:
My Commission Expires:

LISA MICHELLE JAY
MY COMMISSION # DD 005549
EXPIRES: April 3, 2005
Bonded Thru Notary Public Underwriters

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on August 26, 2002, by Jeanine M. Typner, as Secretary of Port Sewall Harbor and Tennis Club Owners Association, Inc. [ ] who is known to me, **or** [X] who produced FL Drivers License as identification.

Notarial Seal

Lisa Michelle Jay
NOTARY PUBLIC
Printed Name:
My Commission Expires:

F:\DATA\COMMON\DLR\CLIENTS.N-R\PORT\A&R-Dec.wpd

LISA MICHELLE JAY
MY COMMISSION # DD 005549
EXPIRES: April 3, 2005
Bonded Thru Notary Public Underwriters

RECORD & RETURN TO:
Cornett, Googe, Ross & Earle, P.A.
P.O. Box 66
Stuart, FL 34995

PORT SEWALL HARBOR & TENNIS CLUB OWNERS ASSOCIATION, INC.

BY-LAWS

Editic pril 9, 1984

BY-LAWS

OF

PORT SEWALL HARBOR & TENNIS CLUB

OWNERS' ASSOCIATION, INC.

ARTICLE I. - IDENTITY

A. The name of this corporation is PORT SEWALL HARBOR & TENNIS CLUB OWNERS' ASSOCIATION, INC.

B. The principal office of the Corporation is at the address determined by the Board of Directors located in Stuart, Florida 33494.

C. The fiscal year of the Corporation shall be the calendar year, or such other fiscal year as shall be adopted by the Board of Directors.

D. The seal of the Corporation shall bear the name of the Corporation, the word "Florida," the words "Corporation Not for Profit," and the year of incorporation, an impression of which is as follows:

E. As used herein, terms defined in that certain Declaration of Covenants and Restrictions for Port Sewall Harbor & Tennis Club (the "Declaration") shall mean the same herein.

ARTICLE II. - PURPOSES

The following are the purposes for which this organization has been organized to maintain the private streets and parking areas within the subdivision, including entrances and green areas within the roadway, to maintain and operate street lights, tennis courts, swimming pools, and recreation area within subdivision, maintain, preserve and keep clean the waterways within the subdivision, including drainage areas and nature areas, to see that all covenants, restrictions, zoning ordinances, and regulations applicable to the subdivision are duly enforced, and to promote the common benefit and enjoyment of the residents of the subdivision.

ARTICLE III. - VOTING

A. There shall be one class of voting membership. Each lot shall be entitled to one vote by its owner as a member of the Association. The manner of voting is provided in these

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ARTICLE III. - VOTING

A. There shall be one class of voting membership. Each lot shall be entitled to one vote by its owner as a member of the Association. The manner of voting is provided in these By-Laws.

B. Every person or entity shall automatically become a member of the Association upon acquisition of a fee simple title to any lot subject to the Declaration, by the filing of record therefor a deed in the office of the Clerk of the Circuit Court in and for Martin County, Florida, evidencing such ownership. Membership shall continue until such time as the member transfers or conveys of record his interest, or his interest is transferred and conveyed by operation of law, at which time his membership (with respect to the lot conveyed) shall automatically be conferred upon the transferee. Membership shall be appurtenant

to and may not be separated from ownership of any lot which is subject to the Declaration, except as otherwise set forth in the Declaration. Notwithstanding the provisions hereof, no person or entity who holds an interest in a lot only as the security for performance of an obligation shall be a member of the Association.

C. The members of the Association shall be all those owners as defined in paragraph B of this Article. Each member shall be entitled to one (1) vote for the lot in which he holds the interest required for membership. When more than one (1) person holds such interest in a lot, all such persons shall be members, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such lot and a vote shall not be divided into fractions.

D. If more than one (1) person or corporation owns a lot, they shall file a certificate with the Secretary of the Association naming the person authorized to case votes for said lot. If the certificate is not on file, the owner(s) shall not be qualified to vote and the vote of such owner(s) shall not be considered in determining whether the quorum requirement has been met. If a lot shall be owned by husband and wife as tenants by the entirety, no certificate need be filed with the Secretary naming the person authorized to cast votes for said lot, and either spouse, but not both, may vote in person or by proxy and be considered in determining whether the quorum requirement has been met at any meeting of the members.

E. When voting by ballot, the President shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election;" and who shall at the conclusion of such balloting certify, in writing, to the President the results. A certified copy shall be physically affixed in the minute book of the minutes of the meeting. No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE IV. - MEETINGS, SPECIAL MEETINGS, QUORUMS AND PROXIES

A. Meetings of Members

1. Place of Meetings

All meetings of the Corporation shall be held at a place designated by the Board of Directors.

2. Annual Meetings

Annual Meetings of members shall be held upon a date appointed by the Board of Directors and shall fall between the 1st day of February and the 1st day of April in each and every calendar year. No meetings shall be held on a legal holiday. The meetings shall be held at such time as the Directors shall appoint from time to time. The purpose of such meetings shall be the election of Directors-Officers and the

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The order of business shall be as follows:

a. Calling of the roll and certifying of proxies;
b. Proof of notice of meeting or waiver of notice;
c. Reading and disposal of any approved minutes;
d. Reports of Officers;
e. Reports of Committees;
f. Adoption of Budget;
g. Appointment of inspectors of election;

h. Election of Officers-Directors;
i. Unfinished business;
j. New business;
k. Adjournment.

3. Special Meetings

Special meetings shall be held whenever called by the President or by a majority of the Board of Directors and must be called by the Secretary, upon receipt of a written request from members of the Corporation owning a majority of the lots subject to the Declaration. Business transacted at all special meetings shall be confined to the objects and actions to be taken as stated in the notice of meeting.

4. Proxies

Votes may be cast in person or by proxy. Proxies must be filed with the Secretary of the Corporation prior to opening the meeting. The proxies shall be valid and entitle the holder thereof to vote until revoked in writing by the grantor.

5. Quorum

A quorum for the transaction of business at the annual meeting or any special meeting shall consist of a majority of Association members. Any meeting, although less than a quorum, may adjourn the meeting to a future date.

6. Voting required to make decisions

When a quorum is present at any meeting, the vote of the majority of the members' votes represented present in person or by proxy shall decide any question brought before the meeting.

B. Directors Meetings

1. Annual Meeting

The annual meeting of the Board of Directors shall be held following the adjournment of the Annual Meeting of Members. The Board of Directors may establish a schedule of regular meetings to be held at such place as the Directors may designate.

2. Special Meetings

Special Meetings of the Board of Directors may be called by the President, on three (3) days' notice to each Director to be delivered by telephone, mail or in person. Special Meetings may also be called on written request of two (2) Directors. All notices of Special Meetings shall state the purpose, time and place of the meeting.

3. Emergency Meetings

Emergency meetings may be called by the President

subject to the Declaration. Business transacted at all special meetings shall be confined to the objects and actions to be taken as stated in the notice of meeting.

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Votes may be cast in person or by proxy. Proxies must be filed with the Secretary of the Corporation prior to opening the meeting. The proxies shall be valid and entitle the holder thereof to vote until revoked in writing by the grantor.

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3. Emergency Meetings

Emergency meetings may be called by the President or two (2) Directors, for good cause, so long as a majority of the Board of Directors receives actual notice of the meeting.

4. Quorum

At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at such meeting at which a quorum is present shall be the acts of the Board of Directors except where approval by a greater number is required by the Declaration, the Articles of Incorporation or these By-Laws. At any meeting at which a

quorum is not present, the presiding officer may adjourn the meeting from time to time, and at such adjourned meeting, any business which might have been transacted at the meeting as originally called, may be transacted without further notice.

5. The joinder of a Director in an action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such Director for the purpose of determining a quorum.

6. In the absence of the presiding Officer, the Directors present shall designate one of their number to preside.

7. The order of business at Directors' meetings shall be as follows:

a. Calling of roll;
b. Proof of due notice of meeting;
c. Reading and disposal of any unapproved minutes;
d. Reports of Officers and Committees;
e. Unfinished business;
f. New business;
g. Adjournment.

ARTICLE V. - NOTICE

A. Annual Meeting

Written notice of the Annual Meeting of Members or of a special meeting shall be served upon or mailed to each member entitled to notice, at least thirty (30) days prior to the meeting.

B. Waiver

Nothing herein is to be construed to prevent members from waiving notice of meetings or action by written agreement without meetings.

ARTICLE VI - PROCEDURE

Roberts' Rules of Order (latest edition) shall govern the conduct of Corporate proceedings when not in conflict with the Articles and By-Laws of the Corporation or with the statutes of the State of Florida.

ARTICLE VII - DIRECTORS AND OFFICERS

A. Directors

1. The affairs of the Corporation shall be managed by a Board of Directors composed of five persons who shall also serve as Officers of the Corporation. The election of an Officer shall constitute the election of such person to the Board of Directors. At the first annual meeting following adoption hereof, the President, Recording Secretary, and Treasurer shall be elected for a term of one (1) year, and the Vice President and Corresponding Secretary for a term of two (2) years. At each

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2. Directors-Officers shall be elected as follows:

At least thirty (30) days prior to each annual meeting, the Board of Directors shall appoint a nominating committee consisting of three (3) members, using such procedures as the Board may establish. The Nominating Committee shall nominate one person for each vacancy to be filled at the Annual

Meeting, and each member shall be provided with a list of nominations at least seven (7) days prior to the annual meeting. Other nominations may be made from the floor. The election shall be by written ballot (unless dispensed with by unanimous consent) and by plurality of the votes cast

3. There shall be no cumulative voting.

4. No Director shall receive or be entitled to any compensation for his services as Director, but shall be entitled to reimbursement for all expenses sustained by him as such, if incurred upon the authorization of the Board.

5. The organizational meeting of the Board of Directors shall be held within ten (10) days of an annual election at such place and time as shall be fixed by the Directors at the annual election meeting and no further notice of the organization meeting shall be necessary.

B. Officers

The executive officers of the Corporation shall be: a President, a Vice President, a Corresponding Secretary, a Recording Secretary, and a Treasurer.

C. Resignation, Vacancy, Removal

Any director or officer of the Corporation may resign at any time, by instrument in writing. Resignations shall take effect at the time specified therein, and if no time is specified, resignations shall take effect at the time of receipt by the President or Secretary of the Corporation. The acceptance of a resignation shall not be necessary to make it effective.

When a vacancy occurs in an office for any reason before an officer's term has expired, the office shall be filled by the Board of Directors at its next meeting by electing a person to serve for the unexpired term.

Any officer or director may be removed with or without cause, and for any reason, upon a petition in writing by a majority of the members of this Association approved at a meeting of members called at least in part for that purpose, by a two-thirds (2/3) vote of the membership. The petition calling for the removal of such officer or director shall set forth a time and place for the meeting of members, and notice shall be given to all members of such special meeting of the members at least ten (10) days prior to such notices of special meetings. At any such meeting, the officer or director whose removal is sought shall be given the opportunity to be heard.

D. Restriction On Board

In the event a petition is filed by a majority of the Association members with the Secretary, within thirty (30) days subsequent to a Board decision, requesting a special meeting on such decision, a special meeting shall be called for the purpose of confirming, rescinding, or modifying such Board

incurred upon the dissolution of the Board.

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ARTICLE VIII. - POWERS AND DUTIES OF THE CORPORATION AND THE EXERCISE THEREOF

The Corporation shall have all powers granted to it by law, the Declaration, the Articles of Incorporation, and these By-Laws, all of which shall be exercised by its Board of Directors unless the exercise thereof is otherwise restricted in the Declaration, these By-Laws or by law; the powers of the Corporation shall include but not be limited to the following:

a. All of the powers specifically provided for in the Declaration;

b. The power to collect assessments;

c. The power to expend monies collected for the purpose of paying the expenses of the corporation;

d. The power to purchase equipment, supplies and material required in the maintenance, repair, and replacement of the Corporation's property;

e. The power to insure and keep insured the buildings and improvements of the Corporation;

f. The power to make reasonable rules and regulations in accordance with these By-Laws and the Declaration and to insure that all members are notified of such changes in the Rules and Regulations as may be enacted;

g. The power to collect delinquent assessments by suit or otherwise, and to abate nuisances and enjoin or seek damages from parcel owners for violation of the provisions of the Declaration, the Articles of Incorporation, these By-Laws or the Rules and Regulations;

h. The power to pay all taxes and assessments which are liens against the Corporation's property;

i. The power to select depositories for the Corporation's funds, and to determine the manner of receiving, depositing, and disbursing those funds in the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by these By-Laws.

ARTICLE IX. - DUTIES OF OFFICERS

A. The President shall be the chief executive officer of the Corporation and shall:

1. Act as presiding officer at all meetings of the Corporation and of the Board of Directors;

2. Call special meetings of the Board of Directors and of members;

3. Sign with the Treasurer, if the Board of Directors so require, all checks, contracts, promissory notes, deeds and other instruments on behalf of the Corporation, except those which the Board of Directors specifies may be signed by other persons;

4. Perform all acts and duties usually required of an executive to insure that all orders and resolutions of the Board of Directors are carried out;

5. Appoint committees and act as ex-officio member of all committees, and render an annual report at the annual meeting of members.

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4. Perform all acts and duties usually required of an executive to insure that all orders and resolutions of the Board of Directors are carried out;

5. Appoint committees and act as ex-officio member of all committees, and render an annual report at the annual meeting of members.

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

C. The Recording Secretary shall:

1. Attend all regular and special meetings of the members of the Corporation and of the Board of Directors and keep

all records and minutes of proceedings thereof or cause the same to be done;

2. Have custody of the Corporate seal and affix the same when necessary or required;

3. Perform such other duties as the Board of Directors may determine and on all occasions in the execution of his duties, act under the superintendence, control and direction of the Board of Directors;

4. Have custody of the minute book of the meetings of the Board of Directors and members, and act as transfer agent to recordable transfers and regulations of the corporate books.

D. The Corresponding Secretary shall:

1. Attend all regular and special meetings of the Association and of the Board of Directors for the purpose of providing communication between the Board and the entire membership. The Port Sewall Newsletter is an important means for transmitting such information.

2. Attend to all correspondence on behalf of the Board of Directors, prepare and serve notices of meetings, and keep membership records. The collection of these records shall serve as the history of the Association.

E. The Treasurer shall:

1. Attend all meetings of the membership and of the Board of Directors.

2. Receive such monies as shall be paid into his hands for the account of the Corporation and disburse funds as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and be custodian of all securities, contracts, leases and other important documents of the Corporation which he shall keep safely deposited.

3. Supervise the keeping of accounts of all financial transactions of the Corporation in books belonging to the Corporation, and deliver such books to his successor. He shall prepare and distribute to all of the members of the Board at least ten (10) days prior to each annual meeting, and whenever else required, a summary of the financial transactions and condition of the Corporation from the preceding year. He shall make a full and accurate report on matters and business pertaining to his office to the members at the annual meeting, and make all reports required by law. He shall prepare the annual budget, and present it to the Board for its consideration.

ARTICLE X. - COMMITTEES

A. The following standing committees are hereby established, the members of which are to be appointed by the Board of Directors. Each committee shall have one director serve

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ARTICLE X. - COMMITTEES

A. The following standing committees are hereby established, the members of which are to be appointed by the Board of Directors. Each committee shall have one director serve on such committee as an exofficio member.

1. Architectural Board: The Architectural Board, as a committee, shall consist of not less than 3 nor more than 5 Association members, to be appointed by the Board of Directors. One member shall be an Officer of the Board of Directors. The Architectural Board has the duty to review all buildings, structures, landscape and improvement plans before said activities shall commence on a lot in the Port Sewall Harbor & Tennis Club, in accordance with the Declaration of Protective Covenants in effect. Decisions of the Architectural Board shall require the approval of a majority of the members of the

Architectural Board. Decisions are subject to review by the Board of Directors. The Architectural Board shall maintain records of all its activities and shall report monthly to the Board of Directors. The Architectural Board shall elect a Chairman by majority vote of its members.

2. Covenant Compliance Committee: This committee will monitor the compliance of all lot owners with the requirements of the covenants. This committee has a responsibility to investigate complaints regarding violations of the restrictive covenants of the Subdivision. Upon receiving a written complaint, said committee shall, within thirty (30) days thereafter, report to the Board its findings with a recommendation. If the Board determines that a violation exists they shall notify the property owner to discontinue such violation. If the violation is not discontinued within thirty (30) days after notification thereof, the matter shall be referred to the attorney for the association.

3. Financial Review Committee: A Financial Review Committee will be appointed by the President based upon acceptable credentials during each fiscal year. At least once during the fiscal year the committee will review the Treasurer's report to determine the appropriateness of each entry. Upon completion of its work, a written report will be submitted to the membership.

B. The Board may appoint other committees as it may deem necessary to assist in the functions of the Association.

ARTICLE XI. - ASSESSMENTS AND MANNER OF COLLECTION

A. Assessments may be levied and collected in the manner set out in the Declaration.

B. The default of any member to pay any dues or assessments shall forfeit his rights and privileges as a member of the Association, including the use of the common recreation areas, until said default is cured.

ARTICLE XII. - FISCAL MANAGEMENT

A. Fiscal Year: The fiscal year of the Corporation shall begin on the first day of July in each year, provided, however, that the Board of Directors is authorized to change to a different fiscal year at such time as the Board deems it advisable.

B. Depositories: The funds of the Corporation shall be placed in a financial institution in Martin County, Florida, in an account for the Corporation under resolutions approved by the Board of Directors, and shall be withdrawn only over the signature of the Treasurer, the President or such other persons as the Board may authorize. The Board shall require more than one (1) signature on checks and bank drafts. The funds shall be used only for corporate purposes.

C. Fidelity Bonds: Fidelity bonds may be required by the Board of Directors from all officers and employees of the Corporation, and from any contractor handling or responsible for corporate funds. The premiums for such bonds shall be paid by

recommendation. If the Board determines that a violation exists they shall notify the property owner to discontinue such violation. If the violation is not discontinued within thirty (30) days after notification thereof, the matter shall be referred to the attorney for the association.

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C. Fidelity Bonds: Fidelity bonds may be required by the Board of Directors from all officers and employees of the Corporation, and from any contractor handling or responsible for corporate funds. The premiums for such bonds shall be paid by the Corporation.

D. Records: The Corporation shall maintain accounting records according to good practice which shall be open to inspection by members at reasonable times. Such records shall include a record of receipts and expenditure accounts for each member, which shall designate the name and address of the member, the amount of each assessment, the due dates and amount of each assessment, the amounts paid upon the account, and the balance due.

E. Annual Statement: The Board of Directors shall present annually to the members a full and clear statement of the business and condition of the Corporation.

F. Insurance: The Corporation shall procure, maintain and keep in full force and effect, such insurance as may be required by the Declaration or to protect the interest of the Corporation.

G. Budget: The Board of Directors shall propose a budget for each fiscal year that shall include the estimated funds required to defray the expenses and to provide and maintain funds for the accounts established by the Board of Directors, in accordance with good accounting practices. The proposed budget shall be submitted to the members at least thirty (30) days prior to the Annual Meeting. At the Annual Meeting a budget shall be approved bv the members.

H. Financial Review & Tax Preparation: The Board of Directors shall contract the services of a reputable Certified Public Accountant to 1)annually review the Corporation's accounts, and 2)prepare and file applicable tax returns.

ARTICLE XIII. - VIOLATIONS AND DEFAULTS

In the event of a violation of any of the provisions of the Declaration, these By-Laws, the Rules and Regulations of the Corporation or the Articles, the Corporation, after reasonable notice to cure, not to exceed thirty (30) days, shall have all rights and remedies provided by law, including without limitation (and such remedies shall or may be cumulative) the right to sue for damages, the right to such injunctive relief and in the event of a failure to pay assessments, the right to foreclose its lien provided in the Declaration; and in every such proceeding, the lot owner at fault shall be liable for court costs and interest and the Corporation's reasonable attorney's fees. A suit to collect unpaid assessments may be prosecuted by the Corporation without waiving the lien securing such unpaid assessment.

ARTICLE XIV. - AMENDMENT OF BY-LAWS

These By-Laws may be amended, modified or rescinded by a resolution adopted by a majority of the Board of Directors at any duly called meeting of the Board, and thereafter submitted to the members at any duly convened meeting of the members and approved by 58 votes of the members' votes present or by proxy, and further provided that the notice of such meeting of members specifying the proposed change is given in the notice of meeting. Any member of the Corporation may propose an amendment to the Board, and the Board shall act upon such proposal at its next meeting. No amendment shall be made that is in conflict with the Articles of Incorporation or the Declaration.

ARTICLE XV. - VALIDITY

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ARTICLE XVI. - CONSTRUCTION TO BE CONSISTENT WITH DECLARATION OF COVENANTS AND RESTRICTIONS

These By-Laws and the Articles of Incorporation of the Corporation shall be construed, in case of any ambiguity or lack of clarity, consistent with the provisions of the Declaration of Covenants and Restrictions for Port Sewall Harbor & Tennis Club.

ARTICLE XVII. - EFFECTIVE DATE

These By-Laws shall become effective immediately upon the adoption hereof and all former By-Laws or amendments thereto heretofor adopted are hereby revoked and repealed. The first election of the directors and officers called for herein shall take place at the first Annual Meeting following the adoption

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The foregoing were adopted as the By-Laws of the Port Sewall Harbor & Tennis Club Owners' Association, Inc., at a special meeting of the members on the _____ day of _____, 1983.

PORT SEWALL HARBOR & TENNIS CLUB OWNERS' ASSOCIATION

By:_____
President

Attest:_____
Secretary

(CORPORATE SEAL)

special meeting of the members on the _____ day of _____, 1983.

PORT SEWALL HARBOR & TENNIS CLUB OWNERS' ASSOCIATION

By: _____
President

Attest: _____
Secretary

(CORPORATE SEAL)