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Bern Creek Improvement, Inc.
c/o All Florida Services, Inc.
2831 Ringling Blvd., # 218 F
Sarasota, FL 34237

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KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FL



**BYLAWS OF
BERN CREEK IMPROVEMENT ASSOCIATION, INC.**

**AMENDED AND RESTATED
BYLAWS
BERN CREEK IMPROVEMENT ASSOCIATION, INC.**

[Substantial rewording of Bylaws. See current Bylaws and prior amendments for present text.]

The membership of BERN CREEK IMPROVEMENT ASSOCIATION, INC. (herein, the "Association"), a corporation not for profit under the laws of the State of Florida does hereby adopt the following as amendments to its Bylaws:

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DEFINITIONS

The following words, when used in this Declaration, the Articles, Bylaws or Rules, shall have the meanings stated herein (unless the context shall prohibit) and in Section 720.301, Florida Statutes, as amended from time to time. In the event a term or phrase is not defined herein, in Chapter 720, Florida Statutes, or is ambiguous, the Board may adopt any dictionary definition of the term or phrase or provide a reasonable definition, which shall be binding.

“Articles” means the Articles of Incorporation of the Association, as amended from time to time.

“Assessment” means any Periodic Assessment, Special Assessment or other charge as described in Article 7 hereof.

“Assessment Period” shall mean a calendar year the first day of January of each year, unless otherwise provided by the Board of Directors.

“Association” shall mean and refer to BERN CREEK IMPROVEMENT ASSOCIATION, INC., whose purpose is to administer the Properties in accordance with the provisions of the Land Use Documents.

“Board” means the Board of Directors of the Association.

“Bylaws” mean the Bylaws of the Association, as amended from time to time.

“Deed Restrictions” mean the restated Declaration of Restrictions of the Ranches at Bern Creek.

The Association has been organized for the purpose of forming an entity pursuant to Chapter 720, Florida Statutes (herein, the “Homeowners’ Association Act”) for promoting the health, safety and welfare of property owners in that certain Planned Unit Development in Sarasota County, Florida, to be known as BERN CREEK (herein, the “Properties”). The Declaration of Master Covenants and Restrictions of BERN CREEK was originally recorded in Official Records Book 1790, Pages 2736 - 2737 et seq. of the Public Records of Sarasota County, Florida (herein, the “Declaration”).

Definitions: The definitions as set out in the Declaration and Section 720.301, Florida Statutes are incorporated herein by reference. In the event a term or phrase is not defined therein or is ambiguous, the Association’s Board of Directors may adopt any dictionary definition of the term or phrase or provide a reasonable definition, which shall be binding.

BYLAWS OF
BERN CREEK IMPROVEMENT ASSOCIATION, INC.

Article I. NAME, RESIDENT AGENT AND RESIDENT AGENT'S OFFICE

Section 1. Name:

The name of this corporation is BERN CREEK IMPROVEMENT ASSOCIATION, INC.

Section 2. Resident and Resident Agent's Office:

The resident agent for service of process of this corporation is the Corresponding Secretary. The address of the resident agent of this corporation is Bern Creek Improvement Association, c/o All Florida Services, Inc., 2831 Ringling Blvd, Ste 218F, Sarasota. Florida. 34237.

ARTICLE II. FISCAL YEAR

The fiscal year of this corporation shall begin on January 1, and end on December 31.

ARTICLE III. Meeting of the Membership

Section 1. Place of Meetings:

Meetings of the members shall be held at the registered office of the corporation or at any other place within or without the State of Florida the Board of Directors or members may from time to time select.

Section 2. Meetings:

An annual meeting shall be held during the first week of December to conduct corporation business. In addition, the election of directors for the corporation shall take place as described below. Additional meetings of the members shall be at the call of the Board of Directors. A quorum to hold the meeting shall consist of representatives from twenty-five (25) lots. At the annual meeting the Board of Directors shall present a budget to the members for the upcoming year. A simple majority of the members present is required to approve the budget.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number, Qualifications and Term of Office:

The business and affairs of the corporation shall be managed by a board of seven (7) directors. Directors elected at the annual meeting shall take office effective on the first day of the fiscal year (January 1) following the annual meeting. Each director, except one appointed to fill a vacancy, shall be elected to serve for a term of two years. The Board of Directors shall serve staggered terms to provide continuity from year to year. Four (4) directors will be elected one year and three (3) directors the next year.

Section 2 Elections of Board:

The directors of the corporation will be elected as follows:

1. The election of half of the directors shall occur at each of the regular annual meetings.
2. Directors shall be elected by a majority vote of the members present

3. Only one member per lot or their spouse and/or material interest holder shall be allowed to serve as a director or officer.
4. Anyone not in good standing with the association is prohibited from serving on the Board of Directors.
5. In accordance with the Articles of Incorporation any lot owner who has not paid their dues may not vote at the General Election for the new Board Members.

Section 2. Vacancies:

Vacancies on the Board of Directors shall be filled by a Board of Directors appointment. Persons appointed to fill the unexpired term of a vacated director will serve until the next General Meeting.

Section 3. Voting:

All action taken by the directors shall be by a simple majority vote of those present.

ARTICLE V. MEETINGS OF THE BOARD

Section 1. Place of Meeting:

The meetings of the Board of Directors may be held at any place within or without the State of Florida that a majority of the Board of Directors may from time to time by resolution appoint.

Section 2. Quorum:

A quorum for a Board Meeting shall consist of four (4) directors.

Section 3. Informal Action:

If all the directors unanimously consent in writing to any action taken or to be taken by the corporation and the writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board.

ARTICLE VI OFFICERS, AGENTS AND EMPLOYEES

Section 1. Officers:

The executive officers of this corporation shall be chosen by the Board of Directors for the upcoming year at the end of the annual meeting. The officers of the corporation shall consist of a President, Vice-President, Secretary, and Treasurer Other officers, assistant officers, agents and employees that the Board of Directors may from time to time deem necessary, may be elected by the Board or be appointed in a manner prescribed by the Board.

Section 2. Vacancies:

When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board of Directors. The officer so elected shall hold office until his successor is chosen and qualified.

Section 3. Removal of Officers and Agents:

An officer or agent of the corporation may be removed by the unanimous vote of the Board of Directors whenever in their judgment the best interest of the corporation will be served by removal. Officers or directors will be removed upon missing three (3) meetings in a row.

Section 4. President - Powers and Duties:

The President shall be the chief executive officer of the corporation and shall have general supervision of the business of the corporation. He shall preside at all meetings of members and directors and discharge the duties of a presiding officer, shall present at each annual meeting of the members a report of the business of the corporation for the preceding fiscal year and shall perform whatever other duties the Board of Directors may from time to time prescribe.

Section 5. Vice President - Powers and Duties:

The Vice President shall assist the President and assume the powers and duties of President when the President is away from office.

Section 6. Secretary - Powers and Duties:

The Secretary shall attend all meetings of the Board of Directors and of the members and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. He shall give, or cause to be given, notice of all meetings of the directors or of the members and shall perform whatever additional duties the Board of Directors and the President may from time to time prescribe.

Section 7. Treasurer - Powers and Duties:

The Treasurer shall have custody of corporate funds and securities. He shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate moneys and other valuable effects in the name and to the credit of the corporation in a depository or depositories designated by the Board of Directors. He shall disburse the funds of the corporation and shall render to the President or the Board of Directors, whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the corporation.

Section 8. Delegation of Duties:

Whenever an officer is absent or whenever, for any reason, the Board of Directors may deem it desirable, the Board of Directors may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

ARTICLE VII. DOCUMENTATION

Section 1. Execution of Written Instruments:

Contracts, deeds, documents and instruments shall be executed by the President and attested by the Secretary or in such manner as prescribed by law.

Section 2. Signing of Checks and Notes:

Checks, notes, drafts and demands for money shall be signed by two officers from time to time as designated by the Board of Directors.

ARTICLE VIII. AMENDMENTS

The power to appeal, amend or repeal the Bylaws or to adopt a new code of Bylaws is reserved unto the Board of Directors. An affirmative vote of a simple majority of the Board shall be necessary to exercise that power.

Approved:

BERN CREEK IMPROVEMENT ASSOCIATION, INC.

Cindy Martin
Cindy Martin - Pres.

Karen Jones
Karen Jones - Sec.

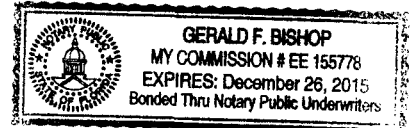
Revision C - October 29, 2012

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 29 day of October, 2012
by Cindy Martin.

Personally known to me.

Notary Public Gerald F. Bishop
Printed Name Gerald F. Bishop
State of Florida
My Commission Expires December 26, 2015



STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 29 day of October, 2012
by Karen Jones.

Personally known to me.

Notary Public Gerald F. Bishop
Printed Name Gerald F. Bishop
State of Florida
My Commission Expires December 26, 2015

