

This instrument prepared by and return to:  
Chad M. McClenathen, Esq.  
1820 Ringling Boulevard  
Sarasota, FL 34236

**CERTIFICATE OF AMENDMENT  
TO THE  
DECLARATION AND GENERAL PROTECTIVE COVENANTS  
FOR RIVER WILDERNESS**

The undersigned authorized officers of **River Wilderness of Bradenton Foundation, Inc.**, (Foundation) the corporation in charge of the operation and control of a community known as River Wilderness, according to the Declaration and General Protective Covenants for River Wilderness as recorded in Official Records Book 1100, Page 3266, et seq., Public Records of Manatee County, Florida, as amended, (Declaration) hereby certify that the following amendments to the Declaration were approved by affirmative vote of not less than two-thirds of the voting interests of the entire membership of the Foundation at a meeting held January 23, 2006 in accordance with the applicable documentation and law.

(Additions indicated by underlining, deletions by ---, omitted, unaffected language by ...)

Article I  
Definitions

.....

1.10. "Members" shall mean and refer to those Persons who are entitled to membership in the Foundation as provided in its Articles of Incorporation and Bylaws. ~~The two classes of membership are:~~

(a) ~~"Class A" shall mean and refer to the class of membership which includes all Members with the exception of the Declarant for so long as it is a Class B Member.~~

(b) ~~"Class B" shall mean and refer to the class of membership which includes only the Declarant.~~

.....

Article 5  
Membership and Voting Rights

.....

5.02. Voting.

Voting rights in the Foundation, and provisions for voting control by the Declarant, are as set forth in the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws of the Foundation, which are attached hereto as Exhibits 1 and 2 respectively, as amended from time to time.

.....

**THE SIGNATURE PROVISIONS FOLLOW ON THE NEXT PAGE**

In witness whereof, River Wilderness of Bradenton Foundation, Inc. has caused this Certificate to be executed in its name this 7<sup>th</sup> day of March, 2006.

Bradley J. Holland  
Witness Signature  
BRADLEY J. HOLLAND  
Printed Name  
Carolyn O'Hara  
Witness Signature  
CAROLYN O'HARA  
Printed Name

River Wilderness of Bradenton Foundation, Inc.,

Paul O'Hara  
By: Paul O'Hara, President

Keith Mills  
Attest: Keith Mills, Secretary

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 7 day of March, 2006 by Paul O'Hara, as President, and Keith Mills, as Secretary, of River Wilderness of Bradenton Foundation, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced the following identification: \_\_\_\_\_ . If no type of identification is indicated, the above-named person is personally known to me.



Margaret P. Fitzgerald  
Notary Public - State of  
Margaret P. Fitzgerald  
Notary Print Name  
My Commission Expires:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RIVER WILDERNESS OF BRADENTON FOUNDATION, INC.**

**WHEREAS**, the original Articles of Incorporation of River Wilderness of Bradenton Foundation, Inc. were filed with the Florida Department of State on December 28, 1984, and

**WHEREAS**, these Amended and Restated Articles of Incorporation contain amendments to all the Articles, which amendments are incorporated herein, and

**WHEREAS**, these Amended and Restated Articles of Incorporation were adopted by not less than a majority of the entire membership of the Board of Directors at a meeting held on March 6, 2006, and

**WHEREAS**, the amendments set forth in these Amended and Restated Articles of Incorporation were approved by affirmative vote of not less than two-thirds of the voting interests of the entire membership of the Foundation at a meeting held January 23, 2006, and

**WHEREAS**, the number of membership votes cast for the amendments were sufficient for approval under the corporation documents and applicable law.

**NOW THEREFORE**, the following are adopted and recorded as the Amended and Restated Articles of Incorporation of River Wilderness of Bradenton Foundation, Inc.

**ARTICLE I  
NAME AND ADDRESS**

The name of this Corporation is: River Wilderness of Bradenton Foundation, Inc., hereinafter "the Corporation or Foundation". The mailing address shall be One Wilderness Blvd., Parrish, Florida 34219 The Board of Directors of the Foundation may change the location of the principal office or mailing address from time to time.

**ARTICLE II  
PURPOSES AND POWERS**

The Corporation does not contemplate pecuniary gain or profit., direct or indirect, to the Members thereof and the specific primary purposes for which it is formed are to provide for maintenance, preservation, control, and operation of certain property (usually referred to as "Common Areas") within that certain real estate development in Manatee County, Florida, commonly known as River Wilderness and such additions thereto in the surrounding areas as may be added thereto; and to otherwise promote the health, safety and welfare and to enhance the civic, social, and recreational interests of its Members; and to carry out the duties and obligations and receive the benefits given the corporation under the proposed Declaration and General Protective Covenants for River Wilderness, as amended from time to time (Master Declaration).

The Corporation shall also act as an homeowners association in charge of the operation and control of certain subdivisions, in accordance with the following declarations:

1. Declaration of Restrictions and Protective Covenants for Tract 17, River Wilderness Phase I, as recorded on March 7, 1985 at Official Records Book 1105, Pages 2434 et seq., Public Records of Manatee, County, Florida, as amended.

2. Declaration of Restrictions and Protective Covenants for River Wilderness Phase IIA, as recorded on December 27, 1989 at Official Records Book 1282, Pages 130 et seq., Public Records of Manatee, County, Florida, as amended.

Exhibit 1

3. Declaration of Restrictions and Protective Covenants for River Wilderness Phase IIB, as recorded on July 2, 1991 at Official Records Book 1341, Pages 635 et seq., Public Records of Manatee, County, Florida, as amended.

In furtherance of these purposes, this Corporation shall have all the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles or prohibited by Statute, including all powers reasonably necessary to fulfill the above purposes, and specifically including the power to make and collect assessments against members in accordance with the Bylaws in order to fulfill such purposes.

All funds and title of all properties acquired by the Corporation and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of these Articles and the Bylaws of the Corporation.

#### ARTICLE III NON-PROFIT NATURE

The Corporation shall not exist or be operated for pecuniary gain or profit, direct or indirect, and no part of the net earnings of the Corporation or the net assets upon liquidation shall inure to the benefit of any Member. The Corporation may, however, reimburse its Members for actual expenses incurred for or on behalf of the Corporation, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Corporation, as permitted by law.

#### ARTICLE IV MEMBERSHIP

Each person or entity who is a record owner of a fee or undivided interest in any plot of land, sometimes referred to as a Property Unit, which is part of the River Wilderness real estate project, and which property is, at the time of its acquisition, subject to the provisions of the aforementioned Master Declaration, or any other similar declaration for River Wilderness, shall be a member of the Corporation, provided that any such person or entity who holds such an interest merely as security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any property which is subject to assessment by the Corporation.

#### ARTICLE V VOTING RIGHTS

The members of the Foundation are entitled to one (1) vote for each property unit assigned to the land owned by them. Unless otherwise stated in the declaration that created such membership, each plot shall be assigned one property unit and have one vote. As of the date of adoption of these Amended and Restated Articles of Incorporation, the total number of property units is 965, consisting of the 262 property units assigned to the undeveloped plots owned by the Declarant or other developers, and the 703 property units assigned to the 703 platted lots in the communities subject to the Master Declaration. There are, at this time, no business units as defined under the Master Declaration.

#### ARTICLE VI ADDITIONS TO PROPERTIES AND MEMBERSHIP

As provided in Section 2.01 of the Master Declaration, Developer has the right and the power, but neither the duty nor the obligation, in its sole discretion, to add any lands within River Wilderness, as defined in the Master Declaration, to the terms and provisions of the Master Declaration, in which event the owners of plots of land subject thereto will be members of the Corporation. Such additions when properly made under the applicable covenants, conditions and restrictions shall extend the jurisdiction, functions, duties and membership of this Corporation to such additional properties.

ARTICLE VII  
BOARD OF DIRECTORS AND OFFICERS

The affairs of the Foundation shall be managed by a Board of Directors consisting initially of five (5) Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Foundation, but in no event shall there be less than three (3).

Developer reserves the right to maintain control of the Foundation, by appointment of a majority of the directors, pursuant to Section 720.307, Florida Statutes until the first to occur of the following events:

1. Three months after ninety (90%) percent of the plots that will be operated ultimately by the Foundation have been conveyed to purchasers, or
2. When all the plots that will be operated ultimately by the Foundation have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business, or
3. When some of the plots have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, or
4. Seven years after recordation of these Amended and Restated Articles of Incorporation.

The Developer is entitled to elect at least one member of the Board of Directors of the Foundation as long as the Developer holds for sale in the ordinary course of business at least one plot or property unit in River Wildenness. Notwithstanding the foregoing provisions, Developer reserves the right to transfer control of the Foundation to the Owners at an earlier time than mandated by statute and the Owners agree to accept control of the Foundation when offered by the Developer.

The manner of election of the directors, as well as removal of directors and filling of vacancies on the Board, shall be as regulated by the Bylaws.

The Board of Directors may elect officers as provided in the Bylaws.

ARTICLE VIII  
BYLAWS

The Bylaws of the Corporation shall be altered, amended or rescinded as regulated by the Bylaws.

ARTICLE IX  
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE X  
ADDRESS AND REGISTERED AGENT

The registered office of the Corporation is 9031 Town Center Parkway, Bradenton, Florida 34202, and the registered agent thereat upon whom process may be served is AMI-Advanced Management, Inc. The Board of Directors may change the registered agent or office from time to time as permitted by law

ARTICLE XI  
INDEMNIFICATION

The Foundation shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Section 607.0850, Florida Statutes.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the members or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

#### ARTICLE XII DISSOLUTION

This Corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast 2/3 of the votes of the membership. Written notice of a proposal to dissolve setting forth the reasons therefore and the disposition to be made of the assets (which shall be consistent with Article XIII hereof) shall be mailed to each member at least 60 days in advance of any action taken.

#### ARTICLE XIII DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation, or granted, conveyed and assigned to any non-profit corporation, Foundation, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. The recipient organization must, in order for the transfer to be valid, accept the duties and obligations previously imposed on the Corporation by Manatee County or by the Southwest Florida Water Management District as to the maintenance of its assets. However, no disposition of corporate property shall be effective to divest or diminish any right or title of any Member invested in him under the recorded covenants and deeds applicable to the properties unless made in accordance with provisions of such covenants and deeds.

#### ARTICLE XIV AMENDMENTS

These Articles may be amended as follows, subject to the restrictions set forth:

- (a) Notice of the subject matter of a proposed amendment, and a copy of the proposed amendment, shall be included in the notice of any meeting at which such proposed amendment is considered. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, or by not less than twenty (20%) percent of the voting interest of the Foundation.
- (b) Each amendment must be approved by not less than two-thirds of the voting interests, present in person or by proxy, at any annual or special meeting, or by approval in writing by a majority of the total voting interests without a meeting.
- (c) A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted, which certificate shall be executed by the President or Vice-President

and attested by the Secretary or Assistant Secretary of the Foundation with the formalities of a deed. The amendment shall be effective when the certificate and a copy of the amendment is recorded in the Public Records of Manatee County and filed with the Florida Department of State.

- (d) No amendment shall be effective which impairs or dilutes any rights of members that are governed by any recorded declaration of covenants, conditions and restrictions applicable to the properties which are part of the property interests created thereby.
- (e) Notwithstanding the foregoing provisions of this Article, no amendment to these Articles of Incorporation may be adopted or become effective without the prior written consent of the Developer while it is an active member of the Corporation.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors this 7 day of March, 2006.

RIVER WILDERNESS OF BRADENTON  
FOUNDATION, INC.

*Paul O'Hara*

BY: PAUL O'HARA, PRESIDENT

**AMENDED AND RESTATED BYLAWS  
OF  
RIVER WILDERNESS OF BRADENTON FOUNDATION, INC.**

**WHEREAS**, the original Bylaws of River Wilderness of Bradenton Foundation, Inc. were recorded in the Public Records of Manatee County, Florida at Official Records Book 1101, Page 1584, et seq., and

**WHEREAS**, these Amended and Restated Bylaws were adopted by not less than a majority of the entire membership of the Board of Directors at a meeting held on March 9, 2006, and

**WHEREAS**, the members of the Foundation were not entitled to vote on the amendments hereto, but nonetheless approved them due to the fact that the members of the Foundation approved the Plan of Merger whereby the Foundation and another corporation were approved, and the Plan of Merger included the adoption of these Amended and Restated Bylaws as a condition of the merger.

**NOW THEREFORE**, the following are adopted and recorded as the Amended and Restated Bylaws of River Wilderness of Bradenton Foundation, Inc.

**ARTICLE I  
IDENTITY AND DEFINITIONS**

1.1 **Identity.** The Foundation has been organized for the purpose of ownership, operation, improvement and management of certain of the Common Areas of the development known as River Wilderness, to enforce the Declaration and General Protective Covenants (Master Declaration), to act as the homeowner Foundation in charge of certain communities as designated from time to time in the Amended and Restated Articles of Incorporation, or elsewhere, and to promote the health, safety and welfare of the owners of property within said development. The terms and provisions of these Bylaws are expressly subject to the Articles of Incorporation of the Foundation and to the terms, provisions, conditions and authorizations contained in the Master Declaration.

1.2 **Definitions.** All words and terms used herein that are defined in the Master Declaration or the Articles of Incorporation shall be used herein with the same meanings as defined in the Master Declaration.

**ARTICLE II  
LOCATION OF PRINCIPAL OFFICE**

2.1 **Office.** The principal office of the Foundation shall be located c/o AMI-Advanced Management, Inc., 9031 Town Center Parkway, Bradenton, Florida 34202, or at such other place as may be established by resolution of the Board of Directors of the Foundation.

**ARTICLE III  
MEMBERSHIP, VOTING, QUORUM AND PROXIES**

3.1 **Members.** The members of the Foundation shall be as established in the Master Declaration and the Articles of Incorporation. Each member shall have the voting rights set forth in the Articles of Incorporation.

3.2 **Voting.** The vote of a member is not divisible. The right to vote may be denied if the member is delinquent in the payment of assessments in excess of 90 days. The following persons shall be authorized to cast a vote on behalf of a unit depending on the specified ownership interests:



(a) If a lot is owned by one natural person, that person has the right to cast a vote on behalf of the lot.

(b) If a lot is owned jointly by two or more persons, any of the record owners may cast a vote on behalf of the lot.

(c) If a lot is subject to a life estate, any of the life tenants may cast a vote on behalf of the lot, or the holder(s) of the remainder interest may cast the vote.

(d) If the owner of a lot is a corporation, any officer of the corporation may cast the vote on behalf of the lot.

(e) If a lot is owned by a partnership, any general partner may cast the vote on behalf of the lot.

(f) If a limited liability company owns a lot, any authorized agent may cast the vote on behalf of the lot.

(g) If a lot is owned by a trustee(s), the vote for the lot may be cast by any trustee of the trust, or by any grantor or beneficiary of the trust provided the grantor or beneficiary occupies the lot.

In a situation where there are two or more persons are authorized to cast a vote on behalf of a lot, it shall be presumed that the person casting the vote has the consent of all such persons. If the event the persons who are authorized to vote on behalf of a unit do not agree among themselves how their one vote shall be cast, that vote shall not be counted.

3.3 Approval or Disapproval of Matters. Whenever the decision of a member is required upon any matter, whether or not the subject of an Foundation meeting, such decision may be expressed by any person authorized to cast the vote of such member at an Foundation meeting as stated in Section 3.2 above, unless the joinder of all owners is specifically required.

3.4 Termination of Membership. The termination of membership in the Foundation does not relieve or release any former member from liability or obligation incurred under or in any way connected with the subdivision during the period of membership, nor does it impair any rights or remedies which the Foundation may have against any former member arising out of or in any way connected with such membership and the covenants and obligations incident thereto.

3.5 Annual Meeting. The annual members' meeting shall be held on the date, at the place and at the time determined by the Board of Directors from time to time, provided that there shall be an annual meeting every calendar year and, to the extent possible, no later than twelve (12) months after the last preceding annual meeting. The purpose of the meeting shall be to elect directors and to transact any other business authorized to be transacted by the members. The business conducted at an annual meeting shall be limited to that stated in the notice of the meeting.

3.6 Special Meetings. Special members' meetings may be called by the President, Vice President, or by a majority of the Board of Directors of the Foundation, and must be called by the Foundation upon receipt of a written request from twenty percent (20%) of the voting interest. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.

3.7 Notice of Meeting; Waiver of Notice. Notice of a meeting of members shall state the time, place, date, and the purpose(s) for which the meeting is called. The notice shall include an agenda. The notice of any members' meeting shall be provided to every member by one of the following methods: (1) mailed postpaid and correctly addressed to the member's address shown in the current records of the

Association, or (2) be hand delivered to the member who must in that event sign a receipt, or (3) be electronically transmitted to a correct facsimile number or electronic mail address at which the member has consented to receive notice. Each member bears the responsibility of notifying the Association of any change of address. Consent by a member to receive notice by electronic transmission shall be revocable by the member by written notice to the Association. The mailing of the notice shall be affected not less than fourteen (14) days, nor more than sixty (60) days, prior to the date of the meeting. Notice must also be posted continuously at the subdivision property for not less than 14 days before the meeting. Proof of notice shall be given by affidavit.

A waiver of notice by a member may be done before or after the meeting and the attendance of any member shall constitute such member's waiver of notice of such meeting, except when attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

3.8 Quorum. A quorum at members' meetings shall be obtained by the presence, either in person or by proxy, of persons entitled to cast ten (10%) percent of the voting interests of the members.

3.9 Majority Vote. The acts approved by a majority of the votes present in person or by proxy at a meeting at which a quorum shall have been attained shall be binding upon all lot owners for all purposes, except where otherwise provided by law, the Master Declaration, the Articles or these Bylaws.

3.10 Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote, but shall only be valid for the specific meeting for which originally given and any lawful adjourned meetings thereof. In no event shall any proxy be valid for a period longer than 90 days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the person executing it. A proxy must be filed in writing, signed by the person authorized to cast the vote for the lot and filed with the Secretary before the appointed time of the meeting, or before the time to which the meeting is adjourned. Holders of proxies must be persons eligible to cast a vote on behalf of a unit as set forth in Section 3.2 of these Bylaws, or a spouse of an eligible voter.

An executed facsimile appearing to have been transmitted by the proxy giver, or a photographic, photostatic, facsimile, or equivalent reproduction of a proxy is a sufficient proxy. Owners may retroactively cure any alleged defect in a proxy by signing a statement ratifying the owner's intent to cast a proxy vote and ratifying the vote cast by his or her proxy.

3.11 Adjourned Meetings. If any proposed meeting cannot be organized because a quorum has not been attained, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present, provided notice of the newly scheduled meeting is given in the manner required for the giving of notice of a meeting.

3.12 Order of Business. If a quorum has been attained, the order of business at annual members' meetings, and, if applicable, at other members' meetings, shall be:

- (a) Call to order by President;
- (b) At the discretion of the President, appointment by the President of a chairperson of the meeting (who need not be a member or a director);
- (c) Calling of the roll, certifying of proxies, and determination of a quorum, or in lieu thereof, certification and acceptance of the preregistration and registration procedures establishing the owners represented in person, by proxy;
- (d) Proof of notice of the meeting or waiver of notice;

- (e) Reading and disposal of any unapproved minutes;
- (f) Reports of officers;
- (g) Reports of committees;
- (h) Call for final balloting on election of directors and close of balloting.
- (i) Appointment of inspectors of election;
- (j) Election of directors;
- (k) Unfinished business;
- (l) New business;
- (m) Adjournment.

Such order may be waived in whole or in part by direction of the President or the chairperson.

3.13 Minutes of Meeting. The minutes of all member meetings shall be kept available for inspection by members or their authorized representatives at any reasonable time. The Foundation shall retain these minutes for a period of not less than seven years. Minutes for each meeting must be reduced to written form within thirty (30) days after the meeting date.

3.14 Action Without a Meeting. Anything to the contrary herein notwithstanding, to the extent lawful, any action required or permitted to be taken at any annual or special meeting of members may be taken without a meeting, provided the Foundation mails or delivers a letter or similar communication to each member that explains the proposed action. The communication shall include a form of consent to permit each member to consent to the proposed action, and instructions on consent procedures. The Foundation may proceed with the proposed action without further notice and without a vote at a membership meeting provided consents in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting of members at which a quorum of members entitled to vote thereon were present and voted. If the requisite number of written consents are received by the Secretary within sixty (60) days after the earliest date which appears on any of the consent forms received, the proposed action so authorized shall be of full force and effect as if the action had been approved by vote of the members at a meeting of the members held on the sixtieth (60th) day. Within ten (10) days after obtaining such authorization by written consent, notice must be given to members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action. Members may also consent in writing to actions taken at a meeting by providing a written statement to that effect and their vote shall be fully

#### **ARTICLE IV BOARD OF DIRECTORS**

4.1 Function. The business and property of the Foundation shall be managed and its corporate powers exercised by the Board of Directors.

4.2 Number, Tenure and Qualifications. While the Declarant is in control of the Foundation, the number of directors which shall constitute the whole Board of Directors shall be five, each of whom shall serve a one (1) year term. In order to provide for a continuity of experience by establishing a system of staggered terms of office, at the first election at which members other than the Declarant elect a majority of the Directors, the number of directors to be elected shall be increased to seven (7). The three (3) candidates receiving the highest number of votes shall each be elected for a term that expires at the annual election

after the next annual election. The four (4) candidates receiving the next highest number of votes shall each be elected for a term that expires at the next annual election. If there are seven or fewer candidates, the determination of who will serve the longer terms shall be made among them by agreement or by lot. Thereafter, all directors shall be elected for two (2) year terms. A director's term ends at the annual election at which his successor is to be duly elected, or at such other time as may be provided by law.

4.3 Qualifications. All Directors shall be of full age. Except for Declarant representatives, every director must be at least 18 years of age and a person that is eligible to cast a vote on behalf of a lot as set forth in Section 3.2 of these Bylaws, or a spouse of an eligible voter.

4.4 Election of Directors. Directors shall be elected as follows:

(a) The Board of Directors may appoint a nominating committee to nominate or recommend specific persons for election to the Board, and shall generally recruit and encourage eligible persons to run as candidates for election to the Board.

(b) Any eligible person desiring to be a candidate may submit a self-nomination, in writing, not less than forty (40) days before the scheduled election and shall automatically be entitled to be listed on the ballot.

(c) The ballot prepared for the annual meeting shall list all director candidates in alphabetical order. Ballots shall be mailed to all voting interests with notice of the annual meeting and may be returned to the Foundation prior to the meeting, or cast at the meeting. Given the use of absentee ballots for director elections, no proxy votes are permitted for director elections.

(d) Nominations shall also be accepted from the floor on the date of the election.

(e) The election shall be by plurality vote (the nominees receiving the highest number of votes are elected). Tie votes shall be broken by agreement among the candidates who are tied, or if there is no agreement, by lot, such as the flipping of a coin by a neutral party.

(f) No election shall be necessary if the number of candidates is less than or equal to the number of vacancies: the candidates shall automatically be elected and their names announced at the annual meeting.

Provided, however, that the Declarant shall have the right to appoint a majority of the Directors of the Foundation as provided in the Articles of Incorporation, notwithstanding any provisions contained herein to the contrary.

4.5 Removal of Directors. Any or all directors may be removed with or without cause by a majority vote of the entire membership, either by a written agreement(s) or at any meeting called for that purpose. The question shall be determined separately as to each director sought to be removed. Such a special meeting may be called by fifteen percent (15%) of the voting interests for the purpose of recall. The notice of the meeting must be accompanied by a dated copy of the signatures of the voting interests calling the meeting and stating the purpose of the signatures. The meeting must be held not less than fourteen (14) days nor more than sixty (60) days from the date that notice of the meeting is given. Provided however, only the Declarant shall have the power to remove a person appointed by the Declarant. All recall proceedings shall be in accordance with the provisions of Section 720.303(10), Florida Statutes.

4.6 Vacancies on the Board. If the office of any director becomes vacant for any reason, a successor or successors to fill the remaining unexpired term or terms shall be appointed or elected as follows:

(a) If a vacancy is caused by the death, disqualification or resignation of a director, a majority of the remaining directors, even though less than a quorum, may appoint a successor, who shall hold office for the remaining unexpired term. Provided however, only the Declarant shall have the power to appoint a person to fill a vacancy that was held by a person appointed by the Declarant.

(b) Any vacancy which occurs as a result of a recall shall be filled by the members in the agreements used to recall the Board members, or by vote at the recall meeting, as applicable. If the members fail to fill the vacancy, the remaining directors may appoint a successor who shall hold office for the remaining unexpired term.

For purposes of the foregoing provisions, in order to establish a quorum at the Board of Director's meeting held to elect a replacement member to the Board, it shall be necessary only for a majority of the remaining directors to attend the meeting, either in person or by telephone conference participation. No other business may be transacted at the meeting until a quorum of the entire Board of Directors is present.

4.7 Organizational Meeting. An organizational meeting of the directors shall be held within ten (10) days of the election of directors at such place and time as shall be fixed by the directors.

4.8 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as shall be determined by a majority of the directors. Except for meetings with the Foundation's attorney with respect to proposed or pending litigation when the meeting is held for the purpose of seeking or rendering legal advice, meetings of the Board of Directors shall be open to all members who may participate in accordance with the written policy established by the Board of Directors. Notice of such meetings shall be posted at a designated location on River Wilderness property at least forty-eight (48) continuous hours in advance for the attention of the members of the Association, except in the event of an emergency in which case the notice shall be posted as soon as practicable after the need for emergency meeting is known to the Association. All notices shall include an agenda for all known substantive matters to be discussed. Written notice of any meeting at which an assessment, or at which rules regarding lot use, will be considered, shall be provided to the members via one of the methods set forth in Section 3.7 of these Bylaws and posted at a designated location on the River Wilderness property not less than 14 continuous days prior to the meeting. Evidence of compliance with this 14-day notice shall be by affidavit by the person providing the notice, and filed among the official records of the Association.

4.9 Special Meetings. Special meetings of the directors may be called by the President, or Vice President, and must be called by the President or Secretary at the written request of one-third (1/3) of the directors. Special meetings of the Board of Directors shall be noticed and conducted in the same manner as provided herein for regular meetings. Members may petition for an item of business to be discussed at a board meeting as permitted by Section 720.303(2)(d), Florida Statutes.

4.10 Notice to Board Members/Waiver of Notice. Notice of Board meetings shall be given to Board members personally or by mail, telephone, telegraph, or by facsimile transmission which notice shall state the time, place and purpose of the meeting, and shall be transmitted not less than forty-eight (48) hours prior to the meeting. Any director may waive notice of a meeting before or after the meeting and that waiver shall be deemed equivalent to the due receipt by said director of notice. Attendance by any director at a meeting shall constitute a waiver of notice of such meeting, except when attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

4.11 Quorum. Except as provided in Section 4.6 hereof, a quorum at directors' meetings shall consist of a majority of the prescribed number of Board of Directors determined under the Bylaws. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of directors is specifically required by the Master Declaration, the Articles or these Bylaws. Directors may not vote by proxy. Directors may vote by

secret ballot only for the election of officers. At all other times, a vote or abstention for each director present shall be recorded in the minutes.

4.12 Order of Business. The order of business at the annual directors meetings shall be:

- a. Calling the roll.
- b. Proof of notice of meeting.
- c. Reading and disposal of unapproved minutes.
- d. Reports of officers and committees.
- e. Election of officers.
- f. Unfinished business.
- g. New business.
- h. Adjournment.

Such order may be waived in whole or in part by direction of the President or the chairperson.

4.13 Adjourned Meetings. If, at any proposed meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present, provided notice of such newly scheduled meeting is given as required hereunder. At any newly scheduled meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

4.14 Joinder in Meeting by Approval of Minutes. A member of the Board may submit in writing his or her agreement or disagreement with any action taken at a meeting that the member did not attend, but such action may not be used as a vote for or against the action taken and may not be used for the purposes of creating a quorum.

4.15 Presiding Officer. The presiding officer at the directors' meetings shall be the President (who may, however, designate any other person to preside). In the absence of the presiding officer, the directors present may designate any person to preside.

4.16 Minutes of Meetings. The minutes of all meetings of the Board of Directors shall be kept in a book available for inspection by members, or their authorized representatives, at any reasonable time. The Foundation shall retain these minutes for a period of not less than seven (7) years. Minutes for each meeting must be reduced to written form within thirty (30) days after the meeting date.

4.17 Directors' Fees. No fees, or other compensation, shall be paid to Directors for their services as such. However, Directors may be reimbursed for expenses paid by them for the corporation and for services which they may render, if any, to the Foundation in a capacity other than as Director or Officer.

4.18 Powers and Duties of the Board of Directors. All of the powers and duties of the Foundation existing under the Master Declaration, the Articles of Incorporation and these Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by members of the Corporation when such is specifically required. The powers and duties of the Board of Directors shall include the following:

- (a) Operating and maintaining the common areas.
- (b) Determining the common expenses required for the operation of River Wilderness and the Foundation.
- (c) Collecting the assessments for common expenses from members.

- (d) Employing, contracting with, and dismissing the personnel necessary for the maintenance and operation of the common areas.
- (e) Maintaining accounts at depositories on behalf of the Foundation and designating the signatories.
- (f) Enforcing obligations of the members.
- (g) Borrowing money on behalf of the Foundation when required in connection with the operation, care, upkeep, improvement and maintenance of the common areas provided, however, that the Board of Directors may not incur outstanding loan indebtedness in excess of \$ 100,000.00 in the aggregate at any time unless at least a majority of the voting interest present, in person or by proxy, at a duly noticed and convened membership meeting shall approve the loan(s) or borrowing that result in total outstanding indebtedness in excess of \$100,000.00. If any sum borrowed by the Foundation pursuant to the authority contained in this subparagraph is not repaid by the Foundation, a member who pays to the creditor his or her portion thereof shall be entitled to obtain from the creditor a release of any judgment or other lien which said creditor shall have filed or shall have the right to file against, or which will affect, such lot owner's lot.
- (h) Contracting for the maintenance of Common Area.
- (i) Exercising all powers specifically set forth in the Master Declaration, the Articles, and these Bylaws and all powers incidental thereto, which are within the powers granted by statute or other law to a Florida corporation not for profit.
- (j) Convey a portion of the Common Area to a condemning authority for the purpose of providing utility easements, right-of-way expansion, or other public purposes, whether negotiated or as a result of eminent domain proceedings.

#### **ARTICLE V OFFICERS**

5.1 Officers. The Foundation shall have a President, a Vice President, a Secretary and a Treasurer. The officers shall be elected by the Board of Directors at the first meeting of directors after the annual meeting of members each year and shall serve until their successors are chosen and qualify. The President and Vice President must be directors. All other officers and agents shall be elected, serve the terms and have the duties that the Board of Directors prescribes. A person may hold more than one office except the President shall not also be the Secretary. No person holding more than one office shall execute an instrument in the capacity of more than one office. The Board of Directors, by majority vote, may at any time remove any officer with or without cause.

5.2 Vacancy. A vacancy in any office because of death, resignation, or other termination of service may be filled by the Board of Directors for the unexpired portion of the term.

5.3 President. The President is the chief executive officer of the Foundation. The President shall have all of the powers and duties usually vested in the office of President of an Foundation, including but not limited to the power to manage the business affairs of the Foundation subject to the directions of the Board of Directors and shall preside at meetings of the members and the Board of Directors.

5.4 Vice President. The Vice President shall act as President in the absence or inability to serve of the President and perform the other duties prescribed by the Board of Directors.

5.5 Secretary. The Secretary shall have custody of and maintain all the corporate records except the financial records, shall record the minutes of meetings of the Board of Directors or members, send notices of meetings required to be sent by him, have custody of the seal of the Foundation and affix it to instruments requiring a seal when duly signed and perform the other duties prescribed by the Board of Directors.

5.6 Treasurer. The Treasurer shall have custody of corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements in accordance with good accounting practices and render account of them when required by the President or Board of Directors and at the annual meeting of Members and shall perform the other duties prescribed by the Board of Directors.

5.7 Compensation. Officers shall receive no compensation for their services, unless expressly provided for in a resolution duly adopted by the membership.

5.8 Resignations. Any director or officer may resign his post at any time by written resignation, delivered to the President or Secretary, which shall take effect upon its receipt unless a later date is specified in the resignation, in which event the resignation shall be effective from such date unless withdrawn. The acceptance of a resignation shall not be required to make it effective.

#### **ARTICLE VI EMERGENCY BOARD POWERS.**

6.1 In the event of any "emergency" as defined in Section 6.1(g) below, the Board of Directors may exercise the emergency powers described in this section, and any other emergency powers authorized by Sections 617.0207, and 617.0303, Florida Statutes, as amended from time to time.

- (a) The Board may name as assistant officers persons who are not directors, which assistant officers shall have the same authority as the executive officers to whom they are assistant during the period of the emergency, to accommodate the incapacity of any officer of the Foundation.
- (b) The Board may relocate the principal office or designate alternative principal offices or authorize the officers to do so.
- (c) During any emergency the Board may hold meetings with notice given only to those directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The director or directors in attendance at such a meeting shall constitute a quorum.
- (d) Corporate action taken in good faith during an emergency under this Section to further the ordinary affairs of the Foundation shall bind the Foundation, and shall have the rebuttable presumption of being reasonable and necessary.
- (e) Any officer, director, or employee of the Foundation acting with a reasonable belief that his actions are lawful in accordance with these emergency Bylaws shall incur no liability for doing so, except in the case of the willful misconduct.
- (f) These emergency Bylaws shall supersede any inconsistent or contrary provisions of the Bylaws during the period of the emergency.
- (g) For purposes of this section only, an "emergency" exists only during a period of time that River Wilderness, or the immediate geographic area in which the subdivision is located, is subjected to:



- (1) a state of emergency declared by local civil or law enforcement authorities;
- (2) a hurricane warning;
- (3) a partial or complete evacuation order;
- (4) federal or state "disaster area" status; or
- (5) a catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the subdivision, such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest, or act of terrorism.

An "emergency" also exists for purposes of this section during the time when a quorum of the Board cannot readily be assembled because of the occurrence of a catastrophic event, such as a hurricane, earthquake, act of terrorism, or other similar event. A determination by any two (2) directors, or by the President, that an emergency exists shall have presumptive quality.

#### **ARTICLE VII FISCAL MANAGEMENT**

7. The provisions for the fiscal management of the Foundation, as set forth in the Master Declaration and Articles of Incorporation, shall be supplemented by the following provisions:

7.1 Fiscal Year. The fiscal year of the Foundation shall be the calendar year.

7.2 Budget. The Board of Directors shall adopt a budget for each fiscal year that includes the estimated funds needed to pay all expenses required to be paid by the Foundation, these Bylaws or any contract of the Foundation.

7.3 Notice. Copies of the budget and proposed assessments shall be transmitted to each member at least 14 days before the Board meeting at which the budget is adopted. If the budget is amended subsequently, a copy of the amended budget shall be furnished to each member on or before the Board meeting at which the amended budget will be considered.

7.4 Assessments. The Board of Directors shall assess members for their shares of the budget by January 1st of each fiscal year preceding the year. If an assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior assessment until changed by an amended assessment. If the assessment is insufficient, the Board of Directors may amend the budget and provide notice of the new assessment. The unpaid assessment for the remaining part of the fiscal year for which the amended assessment is made shall be paid in the manner specified by the Board of Directors. If the Board of Directors fails to include a proper item of expense in the budget and amends the budget to include the item, a proper additional assessment shall be made. Assessments may be rounded off to the nearest largest dollar amount. Notice of the amount of the assessment of a member shall be mailed or delivered promptly to the member at the address shown on the records of the Foundation. The annual assessment shall be due on or before January 31 of each year.

7.5 Special Assessments. Special assessments may be proposed and adopted by vote of the Board of Directors if the amount of the special assessment(s) to be paid by each member does not exceed, in the aggregate in a calendar year, twenty percent (20%) of the assessments payable by a member under the budget for that same calendar year. Any special assessments exceeding this monetary limitation must be approved in advance by vote of not less than a majority of the voting interests of the members present, in person or by proxy, at a duly noticed and convened membership meeting. Members may approve the

assessment in writing in lieu of voting at the meeting provided the written consent is received by the Foundation prior to or at the meeting. All special assessments shall be secured by a lien in the same manner as regular annual assessments per the Master Declaration and these Bylaws.

7.6 Members Shares of Assessments. Each property unit shall be assessed an equal share of the assessments, provided however, the Declarant shall have the right to fund the deficit in Foundation operating expenses in lieu of paying assessments on property units it owns, as provided in the Master Declaration.

7.7 Interest; Application of Payments. Assessments and installments of such assessments paid on or before fifteen (15) days after the date when due shall not bear interest, but all sums not paid on or before fifteen (15) days after the date when due shall bear interest at the highest rate allowed by law, per annum, from the date when due until paid and shall be subject to a late charge. All payments upon account shall be first applied to interest, then to the late charges, expenses, and fees, and then to the assessment payment first due. All interest and late charges collected shall be credited to the general expense account.

7.8 Lien Rights. If any member shall fail or refuse to make any such payment of the common expenses or any special assessments when due, the amount thereof shall constitute a lien on the plot, or other property interest that is subject to the terms and provisions hereof, of such member, and its appurtenances. The Foundation and the Board of the Foundation shall have the authority to exercise and enforce any and all rights and remedies as provided for in the Master Declaration, the Articles of Incorporation, these Bylaws, and rules and regulations of the Foundation or as otherwise available at law or in equity, for the collection of all unpaid assessments. The lien for unpaid assessments of the Foundation shall be superior to all other liens, including that of a Neighborhood Foundation in which the property may be located, except that the lien will be inferior only to a recorded first mortgage held by an institutional first mortgagee. The lien for unpaid assessments shall also secure interest, late charges, reasonable attorneys' fees and costs incurred by the Foundation incident to the collection of such assessment or enforcement of such lien.

7.9 Financial Reports. In accordance with Chapter 720, Florida Statutes, not later than 60 days following the close of the fiscal year, the Board shall, as a minimal requirement, distribute to the members a report showing in reasonable detail the financial condition of the Foundation as of the close of the fiscal year, and an income and expense statement for the year, detailed by accounts. The Board of Directors must, if required by law and not waived by the membership, and may otherwise, in their discretion, engage a CPA and have a more comprehensive analysis accomplished, which shall be mailed or delivered to the members not later than 60 days following the close of the fiscal year in lieu of the financial report referenced above. In lieu of the distribution of financial reports as provided herein, the Foundation may mail or deliver each member not later than 60 days following the close of the fiscal year a notice that a copy of the financial report will be mailed or hand delivered to the member, without charge, upon receipt of a written request from the member.

7.10 Bonds. Fidelity bonds shall be required by the Board of Directors for all persons who control or disburse Foundation funds, in such amounts determined by the Board of Directors, but in any event, not less than \$10,000.00 for each such person. The premiums on the bonds shall be paid by the Foundation, except costs for bonds for independent contractors shall be subject to agreement.

7.11 Compensation. The Board of Directors shall determine the compensation to be paid to Foundation employees. Directors, and officers may be reimbursed for expenses paid by them on behalf of the Foundation.

#### **ARTICLE VIII REGISTERED AGENT**

8. Registered Agent. The Foundation shall maintain an office in Florida with a registered

agent at it on whom process may be served. The registered agent may be an individual or a corporation. When a change of the office or registered agent is made, the President shall promptly notify the person designated by law of the change.

#### **ARTICLE IX RULES AND REGULATIONS**

9.1 Proposal and Adoption of Regulations. The Board of Directors may propose and Rules and Regulations which shall apply equally to all users of the Common Areas under the operation, management and control of the Foundation whether or not such user shall be a Member, assignee, tenant or guest. The Board of Directors shall post the Rules and Regulations in such a manner as to provide ready reference by the users of the facilities.

#### **ARTICLE X AMENDMENTS**

10.1 These Bylaws may be amended as follows, subject to the restrictions set forth:

(a) Proposals and Notice. Notice of the subject matter of a proposed amendment, and a copy of the proposed amendment, shall be included in the notice of any meeting at which such proposed amendment is considered. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, or by not less than twenty (20%) percent of the voting interest of the Foundation.

(b) Approval. Each amendment must be approved by not less than two-thirds of the voting interests, present in person or by proxy, at any annual or special meeting, or by approval in writing by a majority of the total voting interests without a meeting.

(c) Recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted, which certificate shall be executed by the President or Vice-President and attested by the Secretary or Assistant Secretary of the Foundation with the formalities of a deed. The amendment shall be effective when the certificate and a copy of the amendment is recorded in the Public Records of Manatee County.

(d) Proviso. Notwithstanding the foregoing provisions of this Article, no amendment to these Bylaws may be adopted or become effective without the prior written consent of the Declarant while it is an active member of the Foundation.

#### **ARTICLE XI PARLIAMENTARY PROVISIONS**

11.1. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the Foundation meetings when not in conflict with the Corporate Act, case law, the Master Declaration, the Articles, these Bylaws, or rules and regulations adopted from time to time by the Board of Directors to regulate the participation of members at Board, membership and committee meetings, and to otherwise provide for orderly corporate operations.

#### **ARTICLE XII MISCELLANEOUS PROVISIONS**

12.1. Construction. Wherever the context so permits, the singular shall include the plural, the plural shall include the singular, and the use of any gender shall be deemed to include all genders.

12.2. Captions. The captions herein are inserted only as a matter of convenience and for

reference, and in no way define or limit the scope of these Bylaws or the intent of any provision hereof.

12.3. Document Conflict. If any irreconcilable conflict should exist, or hereafter arise, the provisions of the Master Declaration shall take precedence over the Articles of Incorporation, which shall prevail over the provisions of these Bylaws, which shall prevail over the rules and regulations.

12.4. Social Activities. The Board of Directors shall have the authority to expend not more than one (1%) percent of the overall Foundation budget for social activities, including without limitation, parties held for the benefit of owners, residents, and employees of the Foundation, get well cards, flowers, and similar social activities, all of which shall be a common expense of the Foundation.

**ARTICLE XIII  
EXCEPTIONS DUE TO OPERATION AS A HOMEOWNER FOUNDATION**

13.1 In recognition that the Foundation serves as a homeowner Foundation for certain subdivisions within River Wilderness, it may be necessary from time to time for the lot owners in a subdivision to vote at a membership meeting, or take action in writing in lieu of a meeting, on a matter that affects only that subdivision. In those instances, all procedural requirements in these Bylaws may be modified, as necessary, to permit the lot owners in the affected subdivision to proceed without unnecessarily involving the other members of the Foundation. For example, and without limitation, if the lot owners in Phase IIA are voting to consider an amendment to their Declaration, all quorum, notice, and voting requirements shall be altered to permit the lot owners in that subdivision to adopt the amendment without regard to the other members of the Foundation.

The foregoing were adopted as the Bylaws of River Wilderness of Bradenton Foundation, Inc. at a meeting of the Board of Directors held on the 5<sup>th</sup> day of March, 2006.

**RIVER WILDERNESS OF BRADENTON  
FOUNDATION, INC.**

  
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**BY: PAUL O'HARA, PRESIDENT**