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This Instrument Prepared by and Return to:
Joya L. Lippard
SUPERIOR TITLE SERVICES, INC.
1600 SOUTH FEDERAL HIGHWAY, STE. 200
FORT PIERCE, FLORIDA 34950

JOSEPH E. SMITH, CLERK OF THE CIRCUIT COURT
SAINT LUCIE COUNTY
FILE # 3574764 03/25/2011 at 08:59 AM
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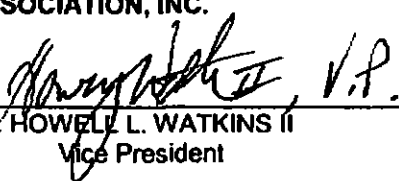
**CERTIFICATION OF ARTICLES OF INCORPORATION AND BYLAWS
OF
COCONUT COVE MARINA HOMEOWNERS ASSOCIATION, INC**

The undersigned, being the Vice President of COCONUT COVE MARINA HOMEOWNERS ASSOCIATION, INC (the "Corporation"), hereby certifies that:

1. The Corporation is a duly formed, validly existing not for profit corporation in good standing under the laws of the State of Florida.
2. Attached to this Certificate as Exhibit "A" is a true, complete and current copy of the Articles of Incorporation, as approved by the Secretary of State of Florida on March 11, 2008, and the same are in full force and effect without modification except as stated therein as of the date of this Certificate.
3. Attached to this Certificate as Exhibit "B" is a true, complete and current copy of the Bylaws of the Corporation, and the same are in full force and effect without modification as of the date of this Certificate.

(CORPORATE SEAL)

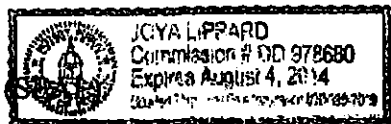
COCONUT COVE MARINA HOMEOWNERS
ASSOCIATION, INC.


By: HOWELL L. WATKINS II
Its: Vice President



STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 3rd day of March, 2011 by Howell L. Watkins, II, as Vice President of Howell L. Coconut Cove Marina Homeowners Association, Inc., a Florida corporation, who is personally known to me or who produced _____ as identification.





Notary Public - State of Florida
Printed name: _____
My commission expires: _____

EXHIBIT A

ARTICLES OF INCORPORATION OF COCONUT COVE MARINA HOMEOWNERS ASSOCIATION, INC.

ARTICLE I. NAME

The name of the corporation is COCONUT COVE MARINA HOMEOWNERS ASSOCIATION, INC. (the Association), having a principal address of ~~1533 Sunset Drive, Suite~~ 150, Miami, Florida 33143.

ARTICLE II. DURATION

This Association shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of State of the State of Florida, unless sooner dissolved according to law.

ARTICLE III. PURPOSE

The specific purpose for which the Association are organized is to provide for the maintenance, preservation, and architectural control of the Lots, the Units, the Common Are, the Dock Area and Roadway Area (all as defined in the Declaration) within that certain residential development known as Coconut Cove Marina ("Property")

The Association shall be empowered to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Restrictions, Covenants, Easements and Conditions of COCONUT COVE MARINA ("Declaration"), that is applicable to the Property and recorded or to be recorded in the Public Records of the Office of the Clerk of the Court of St. Lucie County, Florida, and as the same may be amended from time to time as therein.

B. Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith,

and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association.

C. Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.

D. Borrow money, and mortgage, pledge, deed in trust, encumber or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

E. Dedicate, sell, or transfer all or any part of the Common Area, Dock Area and Roadway Area to any public agency, authority, or utility in the manner specified and upon the terms required under the Declaration.

F. Participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional property in the manner specified and upon the terms required under the Declaration.

G. Have and exercise any and all powers, rights, and privileges that a corporation organized under the not-for-profit corporation law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE IV. DIRECTORS

The Board initially will consist of at least three persons appointed by SEASIDE HOUSING ENTERPRISES, LLC, a Florida limited liability company, its successors and assigns ("Declarant"). On termination of the Class B Membership, the Board will consist of at least three

directors. Thereafter this Association shall be managed by a Board of Directors numbering not less than three (3) nor more than five (5). After termination of the Class B Membership, each director must be a Member. If a director ceases to be a Member during the term of office, that person will be automatically removed from the Board, effective when he or she ceases to be a Member. Such directors shall be elected by the Members of the Association at the annual meeting of the Members which shall be held on the date specified in the bylaws.

ARTICLE V. OFFICERS

The affairs of the corporation are to be managed by the President, Vice President, Secretary, Treasurer, and such other officers and committees as may be deemed necessary and proper by the Board of Directors. Such officers shall be appointed by the Board of Directors in the manner specified in the bylaws.

ARTICLE VI. MEMBERSHIP

The Association shall have members. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot in the above-described subdivision that is subject by covenants of record to assessment by the Association, shall be a member ("Member") of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership is mandatory for each Lot owner and shall be appurtenant to and may not be separated from ownership of any Lot that is subject to assessment by the Association. Persons or entities meeting such qualifications shall be automatically admitted to the Association.

ARTICLE VII. VOTING RIGHTS

The Association will have two classes of voting membership:

(a) **Class A.** Class A Members are all Owners of Lots other than Declarant, while Declarant is a Class B Member. Class A Members will be entitled to one vote for each Lot owned.

(b) **Class B.** The Class B Member is Declarant, who shall be entitled to 10 votes in all matters for each Lot owned by the Class B Member or its affiliates. Declarant may assign its Class B Membership. The Class B Membership will end and be converted to Class A Membership three months after the first to occur of the following events:

(i) The total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership;

(ii) 90% of the Lots within the Property have been conveyed to Members other than the Class B Members; or

(iii) Declarant chooses to become a Class A Member, as evidenced by instrument to that effect, executed by Declarant and Declarant's mortgagees holding a mortgage encumbering the Property or a portion thereof, which is recorded in the public records of St. Lucie County, Florida.

As used in this Article VII, "Members other than the Class B Members" shall not include builders, contractors, or others who purchase or otherwise acquire title to a Lot for the purpose of constructing improvements thereon for resale.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 5900 SW 73rd Street Suite 303, Miami, Florida 33143. The name of the initial registered agent of this corporation at that address is: W. Robert Miller.

ARTICLE X. BYLAWS

The bylaws of the Association are to be made, altered, or rescinded by the Directors of the Association.

ARTICLE X. AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by the act of Members of the Association. Such amendment may be proposed and adopted by the manner provided in the bylaws of the Association and amendment of these Articles shall require the assent of two-thirds (2/3) of all Members.

ARTICLE XI. DISSOLUTION

Upon dissolution of the Association, other than incident to a merger or consolidation, any Member may petition the Circuit Court of the Nineteenth Judicial Circuit of the State of Florida to manage the affairs of the dissolved Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Property. The portion of the Property consisting of the surface water management system shall be dedicated to an appropriate and authorized public or private utility agency or entity for such surface water management purposes. In the event that such dedication is refused and not accepted, the Property consisting of the surface water management system shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to surface water management purposes.

ARTICLE XII. INCORPORATOR

The name of the subscriber of these Articles of Incorporation is: W. Robert Miller and his address is: 5900 SW 73rd Street, Suite 303, Miami, Florida 33143

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this corporation, has executed these Articles of Incorporation this 29 day of February, 2008.



W. Robert Miller, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



W. Robert Miller, Registered Agent

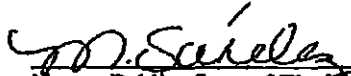
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29 day of February, 2008, by W. Robert Miller, who is: personally known to me, or who has produced _____ as identification.

[Notary Seal]



MICHELLE SANCHEZ
MY COMMISSION # DD 726693
EXPIRES: October 17, 2011
Bonded Two Hundred Thirty Dollars



Notary Public, State of Florida
Printed Name:
My Commission Expires:

EXHIBIT 6

BYLAWS OF COCONUT COVE MARINA HOMEOWNERS ASSOCIATION, INC.

ARTICLE I. NAME

1.01. Corporate Name. The name of the corporation is COCONUT COVE MARINA HOME OWNERS ASSOCIATION, INC. (the Association).

ARTICLE II. DEFINITIONS

2.01. "Association" shall mean and refer to COCONUT COVE MARINA HOME OWNERS ASSOCIATION, INC , its successors and assigns.

2.02. "Property" shall mean and refer to that certain real property described in the Declaration and such additions as may be brought within the jurisdiction of the Association.

2.03. "Common Area" shall have the meaning given in the Declaration.

2.04. "Lot" shall have the meaning given in the Declaration.

2.05. "Unit" shall have the meaning given in the Declaration.

2.06. "Owner" shall have the meaning given in the Declaration.

2.07. "Declarant" shall have the meaning given in the Declaration.

2.08. "Declaration" shall mean and refer to the Declaration of Restrictions, Covenants, Easements and Conditions of COCONUT COVE MARINA as recorded at O.R. Book 2966, page 310, Public Records of St. Lucie County, Florida and all amendments thereto.

2.09. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

2.10 "Department" means the Florida Department of Business and Professional Regulation

ARTICLE III. MEETINGS OF MEMBERS

3.01. Quorum The percentage of voting interests required to constitute a quorum at a meeting of the members shall be 30 percent of the total voting interests. Unless otherwise provided by Florida law, the Articles or these Bylaws, decisions that require a vote of the members must be made by the concurrence of at least a majority of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained.

3.02. Annual Meeting. The first annual meeting of the Members shall be held on a date selected by the Board of Directors within one year from the date of incorporation of the Association and each subsequent regular annual meeting of the Members shall be the same day of the same month of each year thereafter. If the day the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following that is not a legal holiday

3.03 Special Meetings. Special meetings of the Members may be called and must be held at any time by the president or by the Board of Directors, or upon request of the Members who are entitled to vote one-fifth (1/5) of all the votes of the Class A membership. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting.

3.04 Content of Notice. Unless otherwise required by Florida law, notice of an annual meeting need not include a description of the purpose or purposes for which the meeting is called. Such notice shall specify the place, day, and hour of the meeting. Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called.

3.05 Notice of Meetings. The association shall give all members actual notice of all membership meetings, which shall be mailed, delivered, or electronically transmitted via email or facsimile (provided a member has consented in writing to receiving notice by electronic transmission) to the members addressed to the member's address or email address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice not less than 14 days prior to the meeting. Evidence of compliance with this 14-day notice shall be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the association.

3.06 Right to Speak. Members the right to attend all membership meetings and to speak at any meeting with reference to all items opened for discussion or included on the agenda. A member has the right to speak for at least 3 minutes on any item, provided that the member submits a written request to speak prior to the meeting. The association may adopt other reasonable rules governing the frequency, duration, and other manner of member statements at such member meetings which are not inconsistent with this Section 3.06.

3.07 Adjournment An annual or special members meeting may be adjourned to a different date, time, or place which shall either be announced at the meeting being adjourned before an adjournment is taken, or notice shall be given of the new date, time, or place as provided for in Section 3.05. Any business that might have been transacted on the original date of the meeting may be transacted at the adjourned meeting. If a new record date for the adjourned meeting is or must be fixed under Section 617.0707 Florida Statutes, notice of the adjourned meeting must be given to persons who are entitled to vote and are members as of the new record date but were not members as of the previous record date.

3.08 Proxy Voting.--The members have the right to vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy. A proxy is effective

only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires 90 days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it and shall automatically terminate upon conveyance by the Member of such Owner's Unit. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place.

3.09 Elections.—Elections of directors must be conducted in accordance with these Bylaws. All members of the association shall be eligible to serve on the board of directors, and a member may nominate himself or herself as a candidate for the board at a meeting where the election is to be held.

3.10 Recording.—Any member may tape record or videotape meetings of the board of directors and meetings of the members. The board of directors of the association may adopt reasonable rules governing the taping of meetings of the board and the membership.

ARTICLE IV. BOARD OF DIRECTORS

4.01. Number. The affairs of the Association shall be managed by a Board of three (3) Directors, who shall meet the residency and membership criteria specified in the Articles.

4.02. Term of Office. Subject to the rights reserved to Declarant in the Declaration and Articles, the Members shall, at the first annual meeting, elect three (3) Directors to serve until the next such election.

4.03. Removal/Recall of Director(s).

(a). Any Director may be removed from the Board, with or without cause, by a majority vote of the specific class of Members who was entitled to elect or appoint the Director that is being removed and if no specific class made elected or appointed such director then all Members of the Association shall have such right vote on such removal. In the event of death or resignation of a Director, his successor shall be selected by the remaining members of the Board and such successor shall serve for the unexpired term of his predecessor.

(b) Board directors may be recalled by an agreement in writing or by written ballot without a membership meeting. The agreement in writing or the written ballots, or a copy thereof, shall be served on the association by certified mail or by personal service in the manner authorized by chapter 48 and the Florida Rules of Civil Procedure.

The board shall duly notice and hold a meeting of the board within 5 full business days after receipt of the agreement in writing or written ballots. At the meeting, the board shall either certify the written ballots or written agreement to recall a director or directors of the board, in which case such director or directors shall be recalled effective immediately and shall turn over to the board within 5 full business days any and all records and property of the association in their possession, or proceed as described in paragraph (d).

When it is determined by the Department pursuant to binding arbitration proceedings that an initial recall effort was defective, written recall agreements or written ballots used in the first recall effort and not found to be defective may be reused in one subsequent recall effort. However, in no event is a written agreement or written ballot valid for more than 120 days after it has been signed by the member. Any rescission or revocation of a member's written recall ballot or agreement must be in writing and, in order to be effective, must be delivered to the association before the association is served with the written recall agreements or ballots. The agreement in writing or ballot shall list at least as many possible replacement directors as there are directors subject to the recall, when at least a majority of the board is sought to be recalled; the person executing the recall instrument may vote for as many replacement candidates as there are directors subject to the recall.

(c) The Members may also recall and remove a board director or directors by a vote taken at a meeting. A special meeting of the members to recall a director or directors of the board of administration may be called by 10 percent of the voting interests giving notice of the meeting as required for a meeting of members, and the notice shall state the purpose of the meeting. Electronic transmission may not be used as a method of giving notice of a meeting called in whole or in part for this purpose. The board shall duly notice and hold a board meeting within 5 full business days after the adjournment of the member meeting to recall one or more directors. At the meeting, the board shall certify the recall, in which case such member or members shall be recalled effective immediately and shall turn over to the board within 5 full business days any and all records and property of the association in their possession, or shall proceed as set forth in subparagraph (d).

(d) If the board determines not to certify the written agreement or written ballots to recall a director or directors of the board or does not certify the recall by a vote at a meeting, the board shall, within 5 full business days after the meeting, file with the Department a petition for binding arbitration pursuant to the applicable procedures in Florida Statutes 718.112(2)(j) and 718.1255 and the rules adopted thereunder. For the purposes of this section, the members who voted at the meeting or who executed the agreement in writing shall constitute one party under the petition for arbitration. If the arbitrator certifies the recall as to any director or directors of the board, the recall will be effective upon mailing of the final order of arbitration to the association. The director or directors so recalled shall deliver to the board any and all records of the association in their possession within 5 full business days after the effective date of the recall.

(e) If a vacancy occurs on the board as a result of a recall and less than a majority of the board directors are removed, the vacancy may be filled by the affirmative vote of a majority of the remaining directors, notwithstanding any provision to the contrary contained in this subsection or in the association documents. If vacancies occur on the board as a result of a recall and a majority or more of the board directors are removed, the vacancies shall be filled by members voting in favor of the recall; if removal is at a meeting, any vacancies shall be filled by the members at the meeting. If the recall occurred by agreement in writing or by written ballot, members may vote for replacement directors in the same instrument in accordance with procedural rules adopted by the division, which rules need not be consistent with this subsection.

(f) If the board fails to duly notice and hold a board meeting within 5 full business days after service of an agreement in writing or within 5 full business days after the adjournment of the member recall meeting, the recall shall be deemed effective and the board directors so recalled shall immediately turn over to the board all records and property of the association.

(g) If a director who is removed fails to relinquish his or her office or turn over records as required under this section, the circuit court in the county where the association maintains its principal office may, upon the petition of the association, summarily order the director to relinquish his or her office and turn over all association records upon application of the association.

(h) The minutes of the board meeting at which the board decides whether to certify the recall are an official association record. The minutes must record the date and time of the meeting, the decision of the board, and the vote count taken on each board member subject to the recall. In addition, when the board decides not to certify the recall, as to each vote rejected, the minutes must identify the parcel number and the specific reason for each such rejection.

(i) When the recall of more than one board director is sought, the written agreement, ballot, or vote at a meeting shall provide for a separate vote for each board director sought to be recalled.

4.04. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for those actual expenses incurred in the performance of his or her duties.

4.05. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by consent of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V. ELECTION OF BOARD DIRECTORS

5.01. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or nonmembers.

5.02. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI. BOARD OF DIRECTOR MEETINGS

6.01. Regular Meetings/Notices. A meeting of the board of directors of the association occurs whenever a quorum of the board gathers to conduct association business. All meetings of the board shall be open to all members except for meetings between the board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege. Notices of all board meetings must be posted in a conspicuous place on the Property at least 48 hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place in the community, notice of each board meeting must be mailed or delivered to each member at least 7 days before the meeting, except in an emergency. Notices to Members may be given by electronic transmission (i.e. e-mail or facsimile), unless prohibited by Florida law for meetings of the board of directors, committee meetings requiring notice under these Bylaws, if any, and annual and special meetings of the members; however, a member must consent in writing to receiving notice by electronic transmission. An assessment may not be levied at a board meeting unless a written notice of the meeting is provided to all members at least 14 days before the meeting, which notice includes a statement that assessments will be considered at the meeting and the nature of the assessments. Rules that regulate the use of parcels in the community may not be adopted, amended, or revoked at a board meeting unless a written meeting notice is provided to all members at least 14 days before the meeting, which notice includes a statement that changes to the rules regarding the use of Lots or Units, Common Area, Dock Area or Roadway Area will be considered at the meeting. Directors may not vote by proxy or by secret ballot at board meetings, except for the election of officers which shall occur by secret ballots. The notice provisions of this Section 6.01 also applies to the meetings of any committee or other similar body, when a final decision will be made regarding the expenditure of association funds, and to any meeting of the Architectural Review Board.

6.02. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two Directors, after not less than three (3) days notice to each Director and compliance with the notice to Members requirements under these Bylaws.

6.03. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.01. Powers. The Board of Directors shall have power:

a. To adopt and publish rules and regulations governing the use of the Common Area, Dock Area, Roadway Area, Lots and Units and the improvements located thereon, and the personal conduct of the Members and their, lessees and guests and to establish penalties for the infraction thereof.

b. To suspend the voting rights and right to use the Common Area, Dock Area and Roadway Area of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days for infraction of established rules and regulations.

c. To exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

d. To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

e. To employ a manager, an independent contractor, or such employees as they deem necessary, and to carry out their duties.

7.02. Duties. It shall be the duty of the Board of Directors:

a. To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members or at any special meeting when such statement is requested in writing by one-fifth (1/5) of the Class A Members who are entitled to vote.

b. To supervise all officers, agents, and employees of the Association and see that their duties are performed properly.

c. As more fully provided in the Declaration:

(1) To fix the amount of the annual assessment against each Unit at least thirty (30) days in advance of each annual assessment period.

(2) To send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) To foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same.

d.To issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

e.To procure and maintain adequate liability and hazard insurance on property owned by the Association.

f.To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

g.To cause the Common Area to be maintained.

ARTICLE VIII. OFFICERS AND THEIR DUTIES

8.01. Enumeration of Officers. The officers of the Association shall be a president and vice president, who shall at all times be members of the Board of Directors, a secretary and treasurer, and such other officers as the Board may from time to time by resolution create.

8.02. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

8.03. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

8.04. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

8.05. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.06. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

8.07. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to paragraph 8.04 of this Article.

8.08. Duties. The duties of the officers are as follows:

a. President. The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall cosign all checks and promissory notes.

b. Vice President. The vice president shall act in the place and stead of the president in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

c. Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; shall keep the corporate seal of the Association and affix it on all papers requiring said seal; shall serve notice of meetings of the Board and of the Members; shall keep appropriate current records showing the Members of the Association together with their addresses; and shall perform such other duties as required by the Board.

d. Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the Members.

ARTICLE IX. COMMITTEES

9.01. Architectural Review Board. The Association shall appoint an Architectural Review Board, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees deemed necessary and proper in carrying out its purpose.

ARTICLE X. BOOKS AND RECORDS

10.01. Inspection of Books and Records. The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI. ASSESSMENTS

11.01. Payment of Assessments. As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments that are secured by a continuing lien upon the property against which the assessment is made. Any assessment

that is not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law or equity against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Unit.

ARTICLE XII. CORPORATE SEAL

12.01. Shape and Wording. The Association shall have a seal in circular form having within its circumference, the words: **COCONUT COVE MARINA HOMEOWNERS ASSOCIATION, INC.**

ARTICLE XIII. DISPUTE RESOLUTION

13.01. Disputes between the association and an Owner regarding use of or changes to a Lot or Unit or Common Area, Dock Area, Roadway Area and other covenant enforcement disputes, disputes regarding amendments to the association documents, disputes regarding meetings of the board and committees appointed by the board, membership meetings not including election meetings, and access to the official records of the association shall be filed with the Department for mandatory mediation before the dispute is filed in court as required under Section 720.311 Florida Statutes. Persons who are not parties to the dispute may not attend the mediation conference without the consent of all parties, except for counsel for the parties and a corporate representative designated by the association. When mediation is attended by a quorum of the board, such mediation is not a board meeting for purposes of notice and participation by Members hereunder. The parties shall share the costs of mediation equally, including the fee charged by the mediator, if any, unless the parties agree otherwise. The petitioner shall initially file with the department upon filing the disputes, the filing fees required by the Department. At the conclusion of the mediation, the department shall charge to the parties, to be shared equally unless otherwise agreed by the parties, such further fees as are necessary to fully reimburse the department for all expenses incurred in the mediation.

13.02. If mediation as described in Section 13.01 is not successful in resolving all issues between the parties, the parties may file the unresolved dispute in a court of competent jurisdiction or elect to enter into binding or nonbinding arbitration pursuant to the procedures set forth in Section 718.1255 Florida Statutes and rules adopted by the Division, with the arbitration proceeding to be conducted by a department arbitrator or by a private arbitrator certified by the department. If all parties do not agree to arbitration proceedings following an unsuccessful mediation, any party may file the dispute in court. A final order resulting from nonbinding arbitration shall be final and enforceable in the courts if a complaint for trial de novo is not filed in a court of competent jurisdiction within 30 days after entry of the order.

Incorporation and these Bylaws, the Articles of Incorporation shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

IN WITNESS WHEREOF, we, being all of the Directors of COCONUT COVE MARINA HOMEOWNERS' ASSOCIATION, INC., have hereunto set our hands this 12th day of March, 2008.

William R Miller
WILLIAM R. MILLER

Howell L Watkins II
HOWELL L. WATKINS, II

Catherine Miller
CATHERINE MILLER

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of COCONUT COVE MARINA HOMEOWNERS ASSOCIATION, INC., a Florida corporation; and

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the day of .

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 12th day of March, 2008.

(CORPORATE SEAL)

Catherine Miller
CATHERINE MILLER, Secretary

