

2005

**EXHIBIT "C" TO THE DECLARATION OF COVENANTS
AND RESTRICTIONS FOR HARBOR FRONT
HOMEOWNERS' ASSOCIATION, INC.**

**AMENDED AND RESTATED
BYLAWS
OF
HARBOR FRONT HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is Harbor Front Homeowner's Association, Inc., hereinafter will be referred to as the "Association". The principal office of the corporation shall be located at 210 SW Ocean Blvd., Stuart, Florida 34994. Meetings of Members and Directors may be held at such places within the State of Florida, as may be designated by the board of Directors.

**ARTICLE II
DEFINITIONS**

All terms used herein which are defined in the Declaration of Covenants and Restrictions for Harbor Front ("Declaration") as the same may be amended from time to time, shall have the same meaning herein as therein.

**ARTICLE III
POWERS OF THE ASSOCIATION**

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration or in the Articles of Incorporation, as the same may be amended from time to time as therein provided, said Declaration and Articles of Incorporation being incorporated herein as if set forth as length;
- (b) To enforce, by legal action or otherwise, the provisions of the Declaration, Articles and Bylaws and all of the rules, regulations, covenants, restrictions and agreements governing the Association and the Property;
- (c) To fix, levy, collect and enforce payment by any lawful means, all charges and all assessments pursuant to the terms of the Declaration, the Articles or the Bylaws of the Association; to pay all expenses in the 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;

- (d) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (e) To borrow money, and with assent of two-thirds of the Members present at a duly called meeting of the Association, mortgage personal property as security for money borrowed or debts incurred;
- (f) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication, sale or transfer shall be effective without first obtaining approval for such dedication, sale or transfer from the Martin County Board of County Commissioners or the City Commissions of the City of Stuart as required by the Declaration and the consent of two-thirds of the Members, in writing or by vote at a duly called meeting of the Association.
- (g) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Areas, provided that such merger, consolidation or annexation which occurs after the closing of the last lot owned by Developer shall have the consent of two-thirds of the members at a duly called meeting of the Association;
- (h) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;
- (i) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;
- (j) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association except the right to borrow money or hold property, and to contract for services to be provided to the owners, which may include but are not limited to, garbage pick-up, utilities, master antenna, cable television, and security.

ARTICLE IV MEMBERSHIP

Every Owner of a Unit shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

ARTICLE V VOTING RIGHTS

The Owner of each Unit shall be entitled to one vote for each unit owned by such Owner. When more than one person holds an interest in a Unit, all such persons shall be Members of the association; and the vote for such Unit shall be exercised in accordance with Article 3.3 of the Declaration.

Developer shall have the right to retain control of the Association until Developer has closed the sale of all Units within the property or until such earlier time as is determined by Developer at Developer's sole discretion. At the time of turnover of control of the Association shall record a Notice of Turnover in the Public Records of the County. So long as Developer retains control of the Association, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the Association, and no action of the membership of the Association shall be effective unless, and until, approved by the developer.

ARTICLE VI MEETING OF MEMBERS

- Section 1. Annual meetings. The annual meeting of the members shall be held at least once each calendar year on a date and at a time to be determined by the Board of Directors
- Section 2. Special meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of one-third of the members who are entitled to vote.
- Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary, or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen days but not more than sixty days before such meeting (provided, however, in the case of an emergency, four days' notice will be deemed sufficient) to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

- Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-half of the votes of the Association shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. For purposes of determining a quorum, general proxies may be used. If, however, such quorum shall not be present or represented at any meeting, from time to time, the meeting shall be canceled without notice, until a quorum as aforesaid shall be present or be represented.
- Section 5. Proxies. General proxies shall be permitted for the sole purpose of establishing a quorum. The use of proxies for any other purpose shall be governed by Florida Statutes, Chapter 617, as may be amended from time to time. All proxies shall be in writing and filed with the secretary of the Association at least 48 hours prior to the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of the member's lot. No proxy shall be valid after the expiration of eleven (11) months from the date thereof.

ARTICLE VII

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

- Section 1. Number. The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3), but no more than seven (7) persons, who shall be members of the Association. The first Board shall consist of three (3) members and there shall always be an odd number of directors.
- Section 2. Term of Office. The original Directors named in the Articles of Incorporation shall serve until the first election of Directors by the members, and any vacancies in their number occurring before the first election by the members shall be filled by the Developer. The Developer shall have the right to remove and replace Directors until the first election of Directors by the members. The Directors elected by the members of the Association at the first meeting at which members elect directors shall serve for the following terms: one member will serve for one year, one member will serve for two years, and one member shall serve for three years. After said first meeting, the term of the directors who are elected to replace the directors as their terms expire, shall be elected to serve for terms of three years, and thereafter, the terms of the directors shall be staggered so that no more than one-third of the terms of directors terminate in any one year. Directors shall be elected at each annual meeting of members and each Director shall hold office for the term for which he was elected and until his successor is elected and qualified.

- Section 4. Removal. At such time as the members of the Association are permitted to elect Directors, any Director may be removed from the Board of Directors with or without cause, by a two-thirds vote of the members of the Association present at a duly called meeting. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor.
- Section 5. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.
- Section 6. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VIII NOMINATION AND ELECTION OF DIRECTORS

At such time as members of the Association are permitted to elect Directors, the nomination and election of Directors shall be conducted as follows:

- Section 1. Nomination. Nomination for election to the Board of Directors shall be made by nominating committee. Nominations may also be made from the floor at any meeting where the election of Directors is on the agenda. 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 at least sixty days prior to each annual meeting of the members to serve until the close of that 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
- Section 2. Election. Election to the Board of Directors shall be by secret written ballot, unless unanimously waived by all members present. At such election the members 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 IX
MEETING OF DIRECTORS

- Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such place and hour as may be fixed, from time to time, by resolution of the Board. Should Said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next business day which is not a legal holiday.
- Section 2. 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 days' notice to each Director. Notice of said meeting may be waived in writing by each Director.
- Section 3. 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 as a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE X
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- Section 1. Powers. The Board of Directors shall have the power reasonably necessary to operate and maintain the Association, including, but not limited to, the following;
- (a) Adopt and publish rules and regulations governing the use of the Common Areas and Marina Dock Facilities, and the personal conduct of the members and their guests thereon, and to establish penalties and/ or fines for the infraction thereof;
 - (b) Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association
 - (c) 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) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors; and
 - (e) Employ managers, independent contractors, or such other

employees as the deemed necessary, prescribe their duties and delegate any or all of the duties and functions of the Association and/or its officers.

- Section 2. Duties. It shall be the duty of the Board of Directors to cause the Association to perform the purposes for which it was formed, including, but not limited to, the following:
- (a) 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;
 - (b) Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
 - (c) As more fully provided in the Declaration, to fix the amount of the annual assessment against each lot and send notice there to every Owners at least twenty-five days in advance of each annual assessment period;
 - (e) Procure and maintain such insurance as deemed necessary by the Board of Directors:
 - (f) Cause all Officers or Directors who control or disburse association funds to be bonded. The amount of such bonds shall be determined by the Board of Directors. The cost of such bonds shall be paid by the Association; and
 - (g) Perform all other duties and responsibilities as provided in the Declaration.

ARTICLE XI OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a: (1) President; (2) Vice President; (3) Secretary; (4) Treasurer; and such other officers as the Board of Directors may from time to time create. The President, Vice President, Secretary and Treasurer shall also be a member of the Board of Directors.

Section 2. Election of Officers. The election of Officers shall take place at the annual meeting of the Board of Directors following each annual meeting of the members.

- Section 3. Term. The Officers of the Association shall be elected annually by the Board of Directors. Each officer shall hold office for one year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.
- Section 4. Special Appointments. The Board of Directors 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 of Directors may, from time to time, determine.
- Section 5. Resignation and Removal. The Board of Directors may remove any officer from office with or without cause. Any officer may resign at any time giving written notice to the Board of Directors, 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.
- Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer being replaced.
- Section 7. Multiple offices. The same person may hold the offices of Secretary and Treasurer. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.
- Section 8. Duties. The duties of the Officers are as follows:

PRESIDENT

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

VICE PRESIDENT

- (b) 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 of Directors.

SECRETARY

- (c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the members; 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 of Directors.

TREASURER

- (d) 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; sign all checks and promissory notes of the Association, or in the alternative the board may designate any bonded person to sign checks, keep proper books of account; and prepare to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE XII COMMITTEES

The Board of Directors shall appoint a nominating committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XIII 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 a reasonable cost.

ARTICLE XIV ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay assessments that are secured by a continuing lien upon the property against which the assessments are made. Any assessments that are not paid when due shall be delinquent.

ARTICLE XV
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: HARBOR FRONT HOMEOWNERS' ASSOCIATION, INC., a Florida Not for Profit Corporation.

ARTICLE XVI
AMENDMENTS

These Bylaws may be amended, altered or rescinded at a regular or special meeting of the Board of Directors, by a vote of a majority of a quorum of Directors present at a duly called meeting provided, however, that prior to conveyance of the last lot owned by Developer, no amendment shall be effective without the written consent of the Developer. Any attempt to amend or rescind contrary to this prohibition shall be of no force and effect.

ARTICLE XVII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which said Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association. including reasonable counsel fees, except as to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XVIII
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its directors or Officers, or between the Association and any other corporations, partnership, association, or other Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

ARTICLE XIX
MISCELLANEOUS PROVISIONS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

The Articles of Incorporation, Bylaws and Declaration shall be read and interpreted consistently. However, in the event of any conflict in the terms thereof, the terms of the Declaration shall prevail over the terms of the Articles of Incorporation and the Bylaws, and the Terms of the Articles of Incorporation shall prevail over the terms of the Bylaws. The terms of the Declaration and the Articles are incorporated herein by the reference.

Robert's Rules of Order (latest edition) shall govern the conduct of proceedings when not in conflict with the Articles of Incorporation or Bylaws of the Association or with the laws of the State of Florida.

IN WITNESS WHEREOF, the HARBOR FRONT HOMEOWNERS' ASSOCIATION, INC. has caused these presents to be signed in its name, by its President and its corporate seal affixed on this 21st day of September, 2005.

WITNESSES:

HARBOR FRONT HOMEOWNERS
ASSOCIATION, INC.

Marilyn Mangum
Printed Name #1: Marilyn Mangum

By: [Signature]
Frank Weis, Its President

[Signature]
Printed Name #2: Aisha Wescott

STATE OF FLORIDA Delaware
COUNTY OF MARTIN Sussex

The foregoing instrument was acknowledged before me on the 27th day of Sept., 2005 by Frank Weis, as President of HARBOR FRONT HOMEOWNERS' ASSOCIATION, INC., [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal **Karen M. Murray**
Notary Public, State of Delaware
My Commission Expires 5-09-07

Karen M. Murray m/c/e 5-9-07
Notary Public
Printed Name: KAREN M. MURRAY

WITNESSES:

HARBOR FRONT HOMEOWNERS' ASSOCIATION, INC.

Pamela Garcia
Printed Name #1 Pamela Garcia

William B. Derrickson
William Derrickson, Its Secretary

Diane D. Harrison
Printed Name #2 DIANE D. HARRISON

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on the 4 day of Nov., 2005 by William Derrickson, as Secretary of HARBOR FRONT HOMEOWNERS' ASSOCIATION, INC., [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal

Diane D. Harrison
Notary Public
Printed Name: DIANE D. HARRISON



DIANE D. HARRISON
MY COMMISSION # DD 278662
EXPIRES: February 20, 2008
Bonded Thru Budget Notary Services