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CHAPTER III

SECOND AMENDED AND RESTATED BY-LAWS OF KINGMAN ACRES CONDOMINIUM VILLAGE IIA

1. Identity. These are the By-laws of KINGMAN ACRES CONDOMINIUM VILLAGE IIA, INC., hereafter called the "Association", a corporation not for profit under the laws of the State of Florida organized pursuant to the provisions of Chapters 617 and 718, Florida Statutes, hereinafter referred to as the "Condominium Act", said Condominium being identified by the name of Kingman Acres Condominium Village IIA, hereinafter referred to as the "Condominium"
 - a. The Office of the Association shall be at : 2245 SE Letha CT, Stuart, FL 34994.
 - b. The Fiscal Year of the Association shall be the calendar year.
 - c. The Seal of the Association shall bear the name of the corporation, the word "Florida" the words "corporation not for profit" and the year of incorporation .

2. Members' Meetings

2.1 The Annual Members' Meeting shall be held at the Kingman Acres clubhouse or another location within Martin County, Florida in January of each year at a time designated by the Board of Directors for the purpose of electing directors and transacting any other business authorized to be transacted by the Board and/or members.

2.2 Special Members' Meetings shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from two-thirds (66.67%) of the members.

2.3 Notice of Annual Members' Meeting stating the time, the place and the object for which the meeting is called shall be given by the President, Vice-President or Secretary. Such notice shall be in writing, sent by mail or electronic mail to each member at their address as it appears on the books of the Association, and shall be mailed not less than thirty (30) days and not more than forty five (45) days prior to the date of the meeting. Additionally, a notice shall be posted on the Clubhouse bulletin board during the time period specified above.

2.4 A Quorum at Members' Meeting shall consist of a majority of the votes of the entire membership. The Acts approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the members, except when an approval of



a greater number is required by the Declarations of Condominium, the Articles of Incorporation, or these By-laws.

2.5 Proxies Votes may be cast in person or by proxy for items on the agenda and for the election of officers. A proxy may be made by any person entitled to vote, and shall be valid only for the particular meeting designated in the proxy. It must be filed with the Secretary before the appointed time of the meeting or any adjournment of the meeting. No person or spouse may hold more than three (3) proxies.

2.6 Adjourned Meetings If any meeting of the members cannot be organized because a quorum has not attended, the members who are present may adjourn the meeting until a quorum is present.

2.7 The Order of Business at annual members' meetings shall be:

- (a) Calling of the roll and certifying of proxies.
- (b) Proof of notice of meeting or waiver of notice
- (c) Reading of prior minutes
- (d) Reports of officers
- (e) Reports of committees
- (f) Election of directors
- (g) Unfinished business, if any
- (h) New business
- (i) Adjournment

3. Directors

3.1 Membership The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association. The membership of the Board shall consist of not less than five (5) directors. The Board of Directors may increase or decrease the number on the Board provided, however, that the Board shall always consist of an odd number of directors.

3.2 Election of Directors shall be conducted in the following manner:

- (a) Election of Directors shall be held at the annual members' meeting during the month of January each year.

(b) The election shall be conducted in accordance with the Condominium Act, as amended from time to time.

(c) Vacancies on the Board of Directors created by resignations, removal of directors or any other reason shall be filled by a vote of a majority of the remaining directors. The person appointed to fill the vacancy will serve the remaining portion of the term.

3.3 The Terms of each director's service shall be two (2) years and until the successor is duly elected. The terms shall be staggered.

3.4 The Organizational Meeting of a newly elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be determined by the Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

3.5 Regular Meetings of the Board of Directors may be held at such time as determined by a majority of the directors. Notice of regular meetings shall be given to each director at least 3 days prior to the day named for such meeting except in emergencies. Notice shall be posted on the Clubhouse bulletin board at least 48 hours in advance. .

3.6 Special Meetings of the directors may be called by the President at the written request of 1/3 of the directors. Notice of such meeting shall be posted at least 72 hours prior to the meeting on the Clubhouse bulletin board.

3.7. A Quorum at Directors' meeting shall consist of a majority of the entire Board of Directors.

3.8 Adjourned Meetings If at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting until a quorum is present.

3.9 The Order of Business at directors' meetings shall be:

- (a) Calling of roll
- (b) Proof of due notice of meeting
- (c) Reading and approval of minutes of the prior meeting
- (d) Reports of officers and committees
- (e) Unfinished business
- (f) New business

(g) Adjournment

4. Powers and duties of the Board of Directors All of the powers and duties of the Association existing under the Condominium Act, Declaration of Condominium, Articles of Incorporation and those By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by condominium unit owners where such approval is specifically required, without limiting the powers and duties of the Board of Directors, it shall have the following express powers, in addition to all others herein granted, and provided for by the Declaration of Condominium and the Condominium Act, to-wit:

- (a) To enter into a management contract providing for the management of the condominium property.
- (b) To enter into contracts for the purpose of making available to the owners and the residents of condominium units such services as would, in the sole discretion of the Board, be desirable provided, however, that the term or period of such contracts shall not exceed fifteen (15) years, and provided, further, that said contracts may provide for additional extensions of the original term in the absence of written notice of termination by either party.
- (c) To promulgate and amend, as required, reasonable Rules and Regulations to insure the comfort, safety and enjoyment of all members of the Association.

5. Officers

5.1 The Executive Officers of the Association shall be a President, who shall be a director, a Vice-President, who shall be a director, a Treasurer and a Secretary, all of whom shall be elected annually by the Board of Directors. Any person may hold two or more offices except that the same person shall not hold the office of the President and Vice-President, provided, however, that the President shall not also be the Secretary. Any officer may be removed peremptorily by a vote of two-thirds of the directors present at any duly constituted meeting.

5.2 The President shall be the chief officer of the Association. He or she shall have all of the powers and duties usually vested in the office of president of an association, including but not limited to the power to appoint committee from among the members from time to time, as he, in his discretion, may determine appropriate to assist in the conduct of the affairs of the Association.

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

5.4 The Secretary shall keep the minutes of all proceedings of the directors and the members and shall attend to the giving and serving of all notice to the members and directors and other notices required by law. The Secretary or Treasurer shall have custody of the seal of the Association and affix it to instrument requiring a seal when duly signed. The Secretary shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of the Secretary of an association and as may be required by the directors or the President; including the furnishing of certificates regarding any outstanding assessments per Chapter 711.15(7), F.S. The records shall be available at all reasonable times for examination by the members and directors.

5.5 The Treasurer shall have custody of all property of the Association, including funds, securities and evidence of indebtedness. He or she shall keep the books of the Association in accordance with good accounting practices; and shall perform all other duties incident to the office of Treasurer.

5.6 No compensation shall be paid to any officer of the Association except with the approval of a majority of the membership, reflected by a vote taken at a duly constituted membership meeting. Nothing herein shall be construed so as to prohibit or prevent the Board of Directors from employing any director or officer as an employee of the Association at such compensation as the Board shall determine upon, nor shall anything herein be construed so as to preclude the Board from contracting with a director or officer with any corporation in which a director or officer of the Association may be stockholder, officer, director or employee, for the management of the Condominium for such compensation as shall be mutually agreed between the Board and such officer, director or corporation, or from contracting with a director, or officer of the Association or a corporation in which a director or officer of the corporation maybe a stockholder, officer or director or employee for the purpose of making available to the owners of the condominium units such services as are contemplated by the provisions of Article 4(c) of these By-Laws.

6. Fiscal Management The Provisions for fiscal management of the Association set forth in the Declaration of Condominium and Articles of Incorporation shall be supplemented by the following provisions;

6.1 Fiscal Year The fiscal year of the Association shall be the calendar year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

6.2 Books and Accounts Books and accounts of the Association shall be kept under the direction of the Treasurer and in accordance with the standard accounting procedures and Section 718.112 (7), Florida Statutes. Written summaries shall be supplied at least annually to members.

6.3 Inspection of Books Financial reports and the membership records of the Association shall be available at the principal office of the Association for inspection at reasonable times by any member.

6.4 Budget The Board of Directors shall adopt a budget for such calendar year that shall include the estimated funds required to defray the common expenses and to provide and maintain funds for reserves. A copy thereof together with a notice of meeting shall be sent to each member at least 30 days prior to the board meeting at which the Budget will be considered. If, for any reason, a budget is not adopted, the prior year's budget will carry over into the next fiscal year until the time a budget is adopted.

6.5 Assessments Assessments are payable monthly, quarterly, annually, or a combination thereof, as determined by the Board of Directors. In the event the budget and assessments prove to be insufficient, the budget and assessments may be amended at any time by the Board of Directors.

6.6 Acceleration of assessment installments upon default If a condominium unit owner shall be in default in the payment of an assessment, the Board of Directors may accelerate the remaining payment of the assessment.

6.7 The Depository of the Association shall be such bank or banks or savings and loan association or associations as shall be designated from time to time by the directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks or withdrawals signed by such persons as are authorized by the directors, provided that a Managements Agreement may include in its provisions authority for the Manager to sign checks on behalf of the Association for payment of the obligations of the Association.

6.8 Audit An audit of the accounts of the Association may be made from time to time as directed by the Board of Directors.

7. Parliamentary Rules Robert's Rules of Order (latest edition) shall govern the conduct of the Association meetings when act in conflict with the Declaration of Condominium, Articles of Incorporation, or these By-Laws.
8. Amendments A resolution for the adoption of a proposed amendment of these By-Laws may be proposed by either the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than forty (40%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided for, the President or, in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held within sixty (60) days for the purpose of considering said amendment. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:
 - (a) Not less than 66 2/31% of entire membership of the Board of Directors and by not less than 51% of the votes of the entire membership of the Association; or
 - (b) In the alternative, an amendment may be made by an agreement signed and acknowledged by all condominium unit owners in the manner required for the execution of a deed, and such amendment shall be effective when recorded in the Public Records of Martin County, Florida.
- 8.1 Proviso Provided, however, that no amendment shall discriminate against any condominium unit owner nor against any condominium unit or class or group of units unless the condominium unit owners so affected shall consent. No amendment shall be made that is in conflict with the Condominium Act, the Declaration of Condominium, or the Articles of Incorporation.
- 8.2 Execution and recording A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the Declaration and By-laws, which certificate shall be executed by the officers of the Association with the formalities of a deed. The amendment shall be effective when such certificate and copy of the amendment are recorded in the Public Records of Martin County, Florida.

CERTIFICATE OF ADOPTION OF SECOND AMENDED AND RESTATED BY-LAWS

This Second Amended and Restated By-Laws for Kingman Acres Condominium, Village II-A, Inc. has been approved by the membership by vote sufficient for approval at the members' meeting held on January 22, 2018 and approved by the Board of Directors by a vote sufficient for approval at a directors' meeting.

The undersigned, Kingman Acres Condominium Village II-A, Inc., consents to the terms and conditions contained in the foregoing Second Amended and Restated By-Laws and assumes the duties and obligations imposed upon the undersigned thereunder.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 6 day of March 2018.

WITNESSES AS TO PRESIDENT:

KINGMAN ACRES CONDOMINIUM
VILLAGE II-A, INC

Stephanie W. Adams
Printed Name: Stephanie W. Adams

By: Steve Popaca
Steve POPACA President

Kim Hauck
Printed Name: Kim Hauck

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on March 6, 2018, by Steve Popaca, as President of Kingman Acres Condominium Village II-A, Inc. [] who is personally known to me, or [X] who has produced identification [Type of Identification: CA Drivers License # 052974120].

Notarial Seal



Kim M. Hauck
Notary Public

WITNESSES AS TO SECRETARY:

Stephanie W. Adams
Printed Name: Stephanie W. Adams

Kim Hauck
Printed Name: Kim Hauck

KINGMAN ACRES CONDOMINIUM
VILLAGE II-A, INC.

By: Jon Marion
JON MARION, Secretary

CORPORATE
SEAL



STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on March 6, 2018, by Jon Marion, as Secretary of Kingman Acres Condominium Village II-A, Inc. [] who is personally known to me, or [X] who has produced identification [Type of Identification: FL Driver's License #M1650-427-42-410-0].

Notarial Seal



Kim M. Hauck
Notary Public