

VENTURE HARBOUR, INC.

BY-LAWS

May 8, 1989

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ARTICLE I

ORGANIZATION

- Section (1) Name: The name of this corporation shall be Venture Harbour, Inc.
- Section (2) Office: The office of the corporation shall be at Venture Harbour, 10751 S. Ocean Drive, B 37, Hutchinson Island, St. Lucie County, Florida 34957.
- Section (3) Fiscal Year: The fiscal year of the corporation shall begin on the first day of April of each year.
- Section (4) Seal: The seal of the corporation shall bear the name of the corporation, the words "Incorporated Florida" and the year of incorporation.

ARTICLE II

MEMBERSHIP

- Section (1) Members: Each member of the corporation shall be the owner of a lot in VENTURE HARBOUR, a mobile home park heretofore known as VENTURE OUT HOME PARK.
- Section (2) Agreement for Membership: Proposed owner(s) of lots in Venture Harbour shall sign a duly notarized and witnessed "Agreement for Membership in Venture Harbour, Inc." All such agreements must be approved by Venture Harbour, Inc., except that agreements signed by the owner(s) of mobile homes in the park prior to February 27, 1975 do not require such approval. Approval of an Agreement for Membership shall be by the Executive Officers of VENTURE HARBOUR, INC., and the President of the Corporation is authorized to sign for the Executive Officers and in the absence or unavailability of the President, the Vice-President shall sign for the Executive Officers.
- Section (3) Copies of Agreement for Membership: The Secretary of the Corporation shall retain the original signed agreement, shall cause same to be deposited in safe deposit box and shall provide true copies of same to all parties involved in a sale, transfer or devise of the subject lot.
- Section (4) Qualification: Membership in the Corporation shall be established by the recording in the Public Records of St. Lucie County, Florida, of a deed or other instrument establishing a change of record title to a lot in the mobile

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home park, hereafter known as VENTURE HARBOUR, and the delivery to the Secretary of the Corporation of a certified copy of such instrument, the new owner designated by such instrument, thereby becoming a member of the Corporation. Membership of any prior owner shall be thereby terminated.

- Section (5) Voting: There shall be one vote for each lot or homesite in Venture Harbour. The vote at any special or regular meeting may be cast by the first designated voter as listed on the Designated Voter Form in the records held by the Secretary. At any meeting where voting takes place, the Secretary, upon calling the roll, will call the first designated voter of record. In the absence of the first designated voter, the second or subsequent owners will be called to respond to the roll, according to the preferred order as listed on the Designated Voter Form held by the Secretary. The most recent Designated Voter Form will remain in effect until the authorization is rescinded due to a change of voter designation or a change of lot owners names on the recorded deed.
- Section (6) Annual Meeting: The annual meeting of the members of the Corporation, also known as the annual meeting of the Corporation, shall be held at the Recreation Building of the Park, or at such other places in St. Lucie County, Florida, as the Board of Directors shall select, on the third Wednesday of January of each year for the purpose of electing Directors of the Corporation and transacting any other business on the agenda, provided, however, that if that day is a legal holiday, the meeting shall be held at the same hour on the next day.
- Section (7) Special Meeting: Special meetings of the members of the Corporation may be called by the President, the Vice President, or a majority of the Board of Directors and must be called by the Executive Officers of the Corporation upon receipt by the Secretary of a written request from Members entitled to cast a majority of the votes of the entire membership. The business to be transacted at special meetings shall be as stated in the notice of the meeting and no other business shall be transacted except by unanimous consent of all members present.
- Section (8) Notice of Meeting: Notice of all membership meetings whether regular or special, stating the time and place of the meeting and the purpose or business to be transacted shall be given by the Secretary of the Corporation and such notice shall be in writing and shall be mailed to the address of the voter as it appears on the books of the Corporation not less than fifteen (15) days nor more than thirty (30) days prior to the date of the meeting.

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Section (9) Quorum: A quorum at membership meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. The acts of the meeting approved by a majority of the members present and voting in person or by proxy shall constitute the acts of the Corporation.

Section (10) Proxies: Votes at membership meetings may be cast in person or by proxy. All proxies shall be in writing. Proxies shall be valid only when signed by the first designated voter of the lot and given to a qualified designated voter of the Corporation, as defined elsewhere. If the designated voter who received the proxy is absent, the proxy may be voted by the qualifying alternate voter on record with the Secretary. Proxies shall be valid only for a particular meeting designated therein and must be filed with the Secretary of the Corporation before the appointed time of the meeting.

Section (11) Approvals by Members: Approval or disapproval of a member upon any matter, whether or not the subject of a corporate meeting, shall be by the person qualified to cast the vote of the member at a corporate meeting.

Section (12) Adjourned Meeting: If any meeting of the members cannot be organized because a quorum is not present, the voters present in person or by proxy may adjourn the meeting from time to time until a quorum is present, except that the annual meeting, at which directors are to be elected, must be adjourned to the next day and once a week thereafter until a quorum is present and the business of electing directors shall have been transacted.

Section (13) Occupancy: Venture Harbour, Inc. is intended to be an ADULT community and occupancy of homes in Venture Harbour is restricted. Every home must be occupied by at least one person who has attained the age of fifty-five (55) years or older. (As of May 1989)

ARTICLE III

DIRECTORS

Section (1) Number: The initial Board of Directors shall consist of three (3) members. At the first annual meeting of the Corporation the number of Directors shall be increased to nine (9). Effective January 18, 1978, the number of Directors shall be decreased to seven (7).

Section (2) Selection: The members of the first Board of Directors shall be elected by the subscribers to the Articles of Incorporation. All subsequent Directors shall be members of the Corporation and shall be elected by a majority of the members present and voting, in person or by proxy, at the annual meetings of the Corporation, except that vacancies on the Board that have occurred since the previous annual meeting may be filled by the Board.

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Section (3) Removal: Any Director may be removed from office with or without cause by members entitled to cast a majority of the votes of the Corporation in person or by proxy. Any Board member absent for 3 consecutive Board meetings without valid excuse will find action taken to remove that member from the Board.

Section (4) Vacancies: Vacancies in the Board of Directors may be filled by the Board of Directors at any meeting of the Board. Directors so elected shall serve until the next annual meeting of the Corporation.

Section (5) Term: The initial Directors shall serve until the first annual meeting of the Corporation. At the first meeting of the Corporation, three (3) Directors shall be elected to serve one (1) year term, three (3) to serve two (2) year terms and three (3) to serve three (3) year terms. Thereafter the required number of Directors shall be elected at each annual meeting to serve three (3) year terms. In addition, Directors shall be elected to serve unexpired terms caused by vacancies that have occurred since the last annual meeting.

Section (6) Regular Meetings: Regular meeting of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors except that the Board shall meet immediately after the annual meeting of the Corporation to elect officers for the ensuing year, and shall have an annual meeting no less than six (6) weeks prior to the annual meeting of the Corporation. Notice of regular meetings shall be given to each Director personally or by mail, telephone or telegraph at least five (5) days prior to the date named unless said prior notice is waived by all members of the Board.

Section (7) Special Meetings: Special meeting of the Directors may be called by the President and must be called by the Secretary at the written request of a majority of the votes of the Board. Not less than three (3) days notice of the meeting shall be given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting.

Section (8) Waiver of Notice: Any Director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

Section (9) Quorum: A quorum at Directors' meetings shall consist of the Directors entitled to cast a majority of the votes of the entire Board of Directors. Acts of a meeting approved by a majority of the Directors present and voting shall constitute the acts of the Board of Directors.

Section (10) Adjourned Meeting: If any meeting of the Board of Directors cannot be organized because a quorum is not present, the majority of those present may adjourn the meeting from time to time until a quorum is present except

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that the first meeting of the Board after the annual meeting of the Corporation and the annual meeting of the Board of Directors must be adjourned for intervals of not more than three (3) days until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section (11) Presiding Officer: The presiding officer at Directors ' meetings shall be the President. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

Section (12) Powers and Duties: All of the powers and duties of the Corporation shall be exercised by the Board of Directors including those existing under the laws of the State of Florida, the Articles of Incorporation, and any amendments thereto. The powers and duties of the Directors shall include but shall not be limited to the following:

- (a) To make and collect assessments against members to defray the costs of the Corporation.
- (b) To use the proceeds of the assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and supervise Corporation property.
- (d) To reconstruct after casualty and to make improvements in the property of the Corporation.
- (e) To make and amend reasonable rules and regulations respecting the occupancy and use of the common and private property in VENTURE HARBOUR.
- (f) To approve or disapprove of proposed purchasers, lessees and mortgagees of property within VENTURE HARBOUR.
- (g) To enforce by legal means the Articles of Incorporation, including amendments thereto, the By-Laws of the Corporation and the Rules and Regulations adopted by the Board of Directors.
- (h) To contract for services to the Corporation and to the members thereof as set forth in the agreement between Venture Out in America, Inc. and VENTURE HARBOUR, INC., executed 5 May 1975 and recorded in the Public Records of St. Lucie County in the State of Florida on the

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same day as Document No. 307313 O.R. Book 239 Pages
482 to 488 inclusive.

- (i) To enforce by legal means obligations to VENTURE HARBOUR, INC., of signatories to said Agreement No. 307313, the Agreements for Membership in VENTURE HARBOUR, INC., and any other obligations to the Corporation that may thereafter exist or come into being.
- (j) To contract for services, to pay taxes, to carry insurance and to employ personnel when, as and if required in performing the powers and duties as construed by the Board of Directors at any regular or special meeting.

ARTICLE IV

OFFICERS

- Section (1) Executive Officers: The Executive Officers of the Corporation shall also be the Executive officers of the Board of Directors and shall consist of a President, Vice-President, Treasurer and Secretary, if a Director.
- Section (2) Eligibility: No person shall be eligible to the office of President, Vice-President or Treasurer who is not a Director and no person shall be eligible to be an officer who is not a member of the Corporation.
- Section (3) Election: Officers shall be elected annually by the Board of Directors at a meeting immediately following the annual meeting of the Corporation.
- Section (4) Removal: Any officer may be removed from office, with or without cause, at any regular or special meeting of the Board of Directors.
- Section (5) Other Officers: The Board of Directors may from time to time elect by majority vote such additional officers as it shall find necessary in the management of the affairs of the Corporation and shall define the powers and duties of such officer(s). Officers so elected shall serve until the first meeting of a new Board of Directors following the annual meeting of the Corporation.
- Section (6) President: The President shall be the chief Executive Officer of the Corporation and shall have such powers and duties of administration as are granted to him by the Board of Directors and which are usually vested in the office of President of a Corporation, including but not limited to the power to appoint committees from among the members of the Corporation from time to time as he may in his discretion determine appropriate to assist in the administration of corporate policy.

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- Section (7) Vice-President: The Vice-President shall, in the absence or disability of the President, exercise the powers and duties of the President and shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.
- Section (8) Treasurer: The Treasurer shall have custody of all property of the Corporation, including funds, securities and evidence of indebtedness, and shall keep the assessment rolls and accounts of the members. The Treasurer shall keep the books of the Corporation in accordance with good accounting practices and shall perform all other duties incident to the office of Treasurer.
- Section (9) Secretary: The Secretary shall keep the minutes of all meetings of the Corporation and the Board of Directors and shall attend to the giving and serving of all notices to members and directors and any other notices required by law or these By-Laws. The Secretary shall have custody of the Seal of the Corporation and shall affix same to instruments requiring a Seal when duly signed. The Secretary shall keep the records of the Corporation, except those of the Treasurer, and shall perform all other duties incident to the office as Secretary of a Corporation and as may be required by the Directors or the President.

ARTICLE V

FISCAL MANAGEMENT

- Section (1) Assessment Roll: The assessment roll shall be maintained by the Treasurer in a book in which there shall be an account for each of the thirty-six (36) units. Such an account shall designate the name and address of the owner(s), the amount of the each assessment against the owner (s), the dates and amounts in which the assessments become due, the amounts paid upon the account and the balance due.
- Section (2) Budget: The Board of Directors shall adopt a budget for each calendar year which shall contain estimates of the cost of performing the functions of the Corporation. Copies of the budget and proposed assessments shall be transmitted to each member on or before March 1st preceding the year for which the budget is made. If the budget is subsequently amended before the assessments are made, a copy of the amended budget shall be furnished to each member.
- Section (3) Depository: The depository of Corporate funds shall be such bank or banks as shall be designated from time to time by the Directors. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Directors.

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ARTICLE VI

PARLIAMENTARY RULES

Section (1) Rules: Roberts Rules of Order (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the Articles of Incorporation and By-Laws of the Corporation or the laws of the State of Florida.

ARTICLE VI

BY-LAWS

Section (1) Adoption: The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section (2) Amendments: Upon proper notice of the meeting as provided elsewhere, the By-Laws may be amended, altered or rescinded by a majority of the members of the Board of Directors present and voting at any regular meeting or any special meeting called for that purpose.

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION

Section (1) Amendments: Amendments to the Articles of Incorporation shall be approved by the Board of Directors, proposed by them to the members and approved at any meeting by a two-thirds (2/3) vote of the members present, provided that not less than fifteen (15) days' notice by mail shall be given to all members setting forth the proposed amendment.

First Edition - June 21, 1975

Second Edition July 8, 1983

Third Edition - May 1989