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Prepared By and Return to:
Michael J. Brudny, Esquire
Brudny & Rabin, P.A.
200 North Pine Avenue, Suite A
Oldsmar, Florida 34677

**CERTIFICATE OF AMENDMENT TO THE BYLAWS
OF
POINTE ALEXIS RECREATION ASSOCIATION, INC.**

This is to certify that at a duly called meeting of the members of Pointe Alexis Recreation Association, Inc. (the "Association") held on March 19, 2009, in accordance with the requirements of the applicable Florida Statutes and the documents, the Amended and Restated Bylaws of Pointe Alexis Recreation Association, Inc., attached hereto, were duly adopted by the membership. The Declaration of Conditions, Covenants and Restrictions for Fairfield's Pointe Alexis was originally recorded in Official Records Book 6102, Page 1090, Public Records of Pinellas County, Florida, and subsequently amended, and the Bylaws are attached as an exhibit to the original Declaration.

IN WITNESS WHEREOF, POINTE ALEXIS RECREATION ASSOCIATION, INC. n/k/a POINTE ALEXIS HOMEOWNERS ASSOCIATION, INC. has caused this instrument to be signed by its duly authorized officer on the 5 day of MAY, 2009.

POINTE ALEXIS RECREATION
ASSOCIATION, INC. n/k/a POINTE ALEXIS
HOMEOWNERS ASSOCIATION, INC.

Joan McIlhorne - Daly
Signature of Witness #1

By: Maurice Brunelle
Maurice Brunelle


JOAN MCILHORNE - DALY
Printed Name of Witness #1

George Peter Lynch
Signature of Witness #2

George Peter Lynch
Printed Name of Witness #2

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 5 day of May, 2009, by Maurice Brunelle as President of POINTE ALEXIS RECREATION ASSOCIATION, INC., n/k/a POINTE ALEXIS HOMEOWNERS ASSOCIATION, INC. a Florida corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
 Jane J. Jarlenski
Commission # DD522444
Expires: FEB. 26, 2010
Bonded Thru Atlantic Bonding Co., Inc.

Jane J. Jarlenski
Notary Public - State of Florida at Large
My Commission Expires:

**AMENDED AND RESTATED BYLAWS OF
POINTE ALEXIS HOMEOWNERS ASSOCIATION, INC.**

The following are the Amended and Restated Bylaws of Pointe Alexis Recreation Association, Inc. (the name of the Association is proposed to be changed), which amend and restate the Bylaws of the Association. The original Bylaws were not attached to the Declaration of Conditions, Covenants and Restrictions for Fairfield's Pointe Alexis at the time of the recording of said Declaration in the Public Records of Pinellas County, Florida. Said Declaration was originally recorded in Official Records Book 6102, Page 1090 of the Public Records of Pinellas County, Florida. The unrecorded Bylaws of the Association were amended in Official Records Book 10416, Page 1457; in Official Records Book 11115, Page 700; and in Official Records Book 12519, Page 18; aforesaid records. The Plats of the subdivision are recorded in Plat Book 92, Page 44; in Plat Book 93, Page 71; in Plat Book 95, Page 15; and in Plat Book 95, Page 17 of such records.

These are the Amended and Restated Bylaws of POINTE ALEXIS HOMEOWNERS ASSOCIATION, INC. (hereinafter for convenience called "Association" or "Corporation"), a corporation not-for-profit, incorporated under the laws of the State of Florida.

**ARTICLE I
ASSOCIATION**

Section 1.1. Office. The office of the Association shall be at such place as shall be selected by a majority of the Board of Directors from time to time.

Section 1.2. Fiscal Year. The fiscal year of the Association shall be the calendar year.

**ARTICLE II
DEFINITIONS**

All terms defined in the Declaration of Conditions, Covenants and Restrictions (the "Declaration"), as originally recorded in the public records of Pinellas County, Florida, at Official Records Book 6102, Page 1090, and as subsequently amended (the "Declaration"), shall have the same meanings when used herein.

**ARTICLE III
MEMBERSHIP**

The members of the Association shall be those persons described in Article V of the Articles of Incorporation. Membership in the Association shall be transferred automatically upon each transfer of title to the Parcel to the new Owner of the Parcel.

ARTICLE IV
VOTING RIGHTS

Members shall have the voting rights set forth in Article V of the Articles of Incorporation.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1. Selection; Terms of Office. The Board of Directors currently consists of five (5) Members, with staggered terms of office. The terms of office of three (3) Members are expiring at the annual meeting of 2009, and three (3) persons will be elected at that meeting for terms of two (2) years each. The terms of the other two (2) directors will expire in 2010, and their successors will be elected for terms of two (2) years each. Each year thereafter, either two (2) or three (3) directors will be elected for terms of two (2) years each as the terms of office expire. However, the size of the Board of Directors may be changed in the future, to increase the Board to either seven (7) or nine (9) directors, provided that such action is approved by a vote of the membership consisting of at least two-thirds (2/3) of those voting members who participate in the voting at a membership meeting, with a majority of the total membership being required to participate in order to change the size of the Board of Directors from the current five-person Board. If the size of the Board is adjusted, then the terms of office will also be adjusted so that approximately one-half of the Board members are elected each year for terms of two (2) years each. The Board of Directors will have the authority to adjust the terms of office of new Board members in order to continue the staggering of terms of office in the event that the size of the Board is changed in the future.

Section 5.24 Vacancies. Vacancies on the Board of Directors shall be filled by the majority of the remaining directors, any such appointed Director to hold office for the balance of the term of the person being replaced, and until his/her successor is elected, or until he/she resigns or is removed from office.

ARTICLE VI
NOMINATION AND ELECTION PROCEDURE

Section 6.1. Nomination and Election of Directors.

6.1.1. Nominations for election to the Board of Directors shall be made by a Notice of Intent to run for the Board which is to be submitted by any interested candidates, or by nomination from the floor at the annual meeting. A letter will be sent to all Members at least 45 days prior to the election, with a Notice of Intent form, giving them 15 days within which to nominate themselves or another eligible person (subject to acceptance of such nomination).

6.1.2. Upon request of a candidate who is nominated, the Association shall also include in the mailing to the owners an information sheet, no larger than 8-1/2" x 11", with wording on only one side of the page, setting forth any information that the candidate wishes for the membership to be aware of. This information sheet must be furnished to the Association prior to the time that the Association sends out the written ballots to the membership. The Association will have no liability or responsibility with regard to the contents of any information sheets prepared by the candidates.

6.1.3. All elections to the Board of Directors shall be made on a ballot, which is to be completed by the eligible voter, or alternatively the eligible voter may provide a proxy to another member for purposes of voting at the election meeting. In order to be valid, the ballot must be completed by an authorized voting member or their proxy holder and placed in an inner ballot envelope, and then the inner envelope is to be placed in an outer envelope which must have the address and signature of the authorized voter on the exterior of the envelope, in order to preserve the secrecy of the ballot. The outer envelopes will be verified and opened at the annual meeting and the ballots contained in the inner envelope will then be handled so as to preserve the secrecy of the election process. The ballot shall (a) describe the vacancies to be filled; (b) set forth the names of those persons who have submitted a Notice of Intent for such vacancies; and (c) contain space for write-in candidates (subject to these persons being nominated from the floor at the annual meeting); and shall be mailed to the Members at least fifteen (15) days in advance of the date of the annual meeting or election.

6.1.4. As required by Section 720.303 of the Florida Statutes, nominations will also be taken from the floor at the annual meeting. Following the closing of any nominations from the floor, Members will have the opportunity to take back a previously submitted outer envelope containing a ballot, and change their vote, until such time as a motion to close the balloting is adopted by the Members represented at the meeting. At the election of Directors by Members, the Members or their proxies may cast as many votes as they are entitled under the Declaration with respect to each vacancy. All votes will be cast by secret ballot, unless the person(s) casting the vote waive the right to a secret ballot. The candidates receiving the largest number of votes shall be elected.

6.1.5. If there are fewer candidates than vacancies to be filled, the candidates who have been nominated shall be automatically elected to fill vacancies, and the remaining vacancies shall be filled by appointment by the Board, including the new board members who have automatically assumed a position on the Board.

6.1.6. In the event of a tie vote, a runoff election shall be held with fourteen (14) days notice to the Members, pursuant to a written ballot which is to be submitted at or prior to the special membership meeting to be held for this purpose.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1. Powers. The Board of Directors shall have the powers set forth in the Articles of Incorporation.

Section 7.2 Director Absences. In the event that any member of the Board of Directors of the Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant and the provisions relating to the filling of a vacancy of the Board of Directors as set forth in these Bylaws shall become operative.

Section 7.3 Duties. It shall be the duty of the Board of Directors:

7.3.1. To keep a complete record of all its acts and corporate affairs and to make reports of major acts and financial condition to the Members at the annual meeting or by written report in lieu of a report at the annual meeting.

7.3.2. To supervise all officers, agents and employees of the Association.

7.3.3. To fix the amount of the annual Assessment against each Parcel owned by a Member in advance of the date of any payment of such Association is due.

7.3.4 To prepare a roster of the Parcels and Assessments applicable thereto which shall be kept in the offices of the Association and shall be open to inspection by any Member, and to send written notice of each Assessment to every Member.

7.3.5. To issue, or cause an appropriate officer to issue upon demand by any person, a certificate setting forth whether all assessments against a Parcel have been paid and identifying the amount of any unpaid Assessment and the period to which such unpaid Assessment relates. Such certificate shall be conclusive evidence to the person to whom it is addressed of payment of any Assessment which is stated to have been paid.

7.3.6. To obtain and maintain appropriate insurance coverage, under such terms as determined at the discretion of the Board of Directors, for the protection of the Association covering the Common Property and covering such risks and with such deductible amounts as the Board of Directors shall determine.

7.3.7. To make available to owners and their designees, official records of the Association, including current copies of the Declaration, Bylaws, other rules concerning the project, and the books, records and financial statements of the Association. "Available" means available for inspection, upon request, during normal business hours or under other reasonable circumstances, and in accordance with the Florida Statutes.

7.3.8. To provide to any holder of a first mortgage, upon written request, a financial statement for the immediately preceding fiscal year.

7.3.9. To do all things delegated to the Association by the Declaration.

7.3.10. To purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, any interest therein, wherever situated, except as such authority is limited in the governing documents.

ARTICLE VIII DIRECTORS MEETINGS

Section 8.1. Time and Place. Meetings of the Board of Directors may be held at such location as determined by the Board. The Board of Directors shall hold its organizational meeting immediately following the annual meeting of the members, or within ten (10) days following the close of the annual meeting of the Members. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by the Board of Directors.

Section 8.2. Notice. No notice of regular meetings of the Board of Directors is required to be given to the Board. Otherwise, notice of Board meetings is to be given to each member of the Board by telephone, hand delivery, electronic mail, or telegram, at least 48 hours prior to the time of the meeting, or if sent by United States mail at least seven (7) days prior to the meeting. Notice is also to be posted or provided to the members in accordance with the Florida Statutes.

Section 8.3. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President or a majority of the Board, after not less than forty-eight (48) hours notice to each Director except in the case of an emergency, and notice to the members, as provided in Section 8.2.

Section 8.4. Quorum. The majority of the Board of Directors shall constitute a quorum thereof.

Section 8.5. Adjourned Meetings. If at any meeting of the Board there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

ARTICLE IX OFFICERS

Section 9.1. Officers. The officers shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be Members of the Board of Directors, provided that an Assistant Secretary may be appointed from time to time by the Board and need not be a Board Member.

Section 9.2. Majority Vote. The officers shall be chosen by majority vote of the Directors.

Section 9.3. Term. All officers shall hold office at the pleasure of the Board of Directors.

Section 9.4. President. The President shall be the chief executive officer of the Association, and shall preside at all meetings of the Association and the Board of Directors. He/she shall have all of the general powers and duties which are usually vested in the office of President of an association.

Section 9.5. Vice President. The Vice President shall take the place of the President and perform his/her duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 9.6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the Association. He/she shall have charge of such books and papers as the Board of Directors may direct; and he/she shall, in general, perform all the duties incident to the office of the Secretary, other than those which are delegated to a manager or management company by the Board.

Section 9.7. Treasurer. The Treasurer shall have responsibility for Association funds and securities, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He/she shall be responsible for the deposit of all moneys and other valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors. Some of the duties of the Treasurer may be delegated to a manager or management company by the Board.

Section 9.8. Manager and/or Management Company. The Manager and/or management company may be delegated certain duties which are generally to be performed by the officers, especially as this relates to the duties of the Secretary and Treasurer.

ARTICLE X COMMITTEES

Section 10.1. Committees. The Board of Directors may appoint such committees as it deems desirable. Each committee shall consist of a Chairman and two (2) or more members and may include a member of the Board of Directors. The committees may be appointed by the Board of Directors as determined from time to time.

Section 10.2. Notice. Notice of committee meetings shall be provided by the Chairman or his or her designee, to each member of the committee in the same manner as notices of Board meetings are to be provided to Board Members under these Bylaws. Furthermore, committee meetings which are required by the Florida Statutes to be posted and open to members of the Association, shall be held in compliance with the requirements of such statutes. Otherwise, committee meetings will not be required to be posted and open to the members. —

Section 10.3. Power of Committees. Committees shall only have such powers as are delegated to the committees by the Board of Directors or the governing documents of the Association.

ARTICLE XI MEETINGS OF MEMBERS

Section 11.1. Annual Meeting. An annual meeting of the Association shall be held during the month of March of each year, at such time and place as designated by the Board of Directors. At the annual meeting, the election of Board members shall take place, as well as such other business as is determined to be necessary or appropriate.

Section 11.2. Special Meetings. Special meetings of members may be called at any time by the President or by a majority of the Board of Directors. Special meetings of the membership may also be called by a petition of the membership, as provided for in the Florida Statutes, as amended from time to time.

Section 11.3. Notice. Notice of meetings shall be given to the Members by the Secretary or Manager, either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid, to his address appearing on the books of the Association. Each Member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any regular or special meeting shall be mailed at least fourteen (14) days in advance of the meeting, and shall set forth in general the nature of the business to be transacted. Notice may also be provided to the members electronically, either by electronic mail or facsimile, as provided for in the Florida Statutes, provided that such member agrees in writing to receive notices in this manner.

Section 11.4. Quorum. The presence at meetings of Members entitled to cast, or of proxies entitled to cast, one-tenth of the vote of the membership shall constitute a quorum for any actions governed by these Bylaws unless it is provided otherwise in the Declaration or the Articles of Incorporation, or elsewhere in these Bylaws.

ARTICLE XII PROXIES

Section 12.1. Form of Vote. At all meetings of members, each member entitled to vote may vote in person or by proxy, except as provided herein as to the election of directors.

Section 12.2. Proxies. All proxies shall be in writing filed with the Secretary or the Manager of the Association. No proxy shall extend for more than ninety (90) days after the meeting to which it relates, and every proxy shall automatically cease if the person granting the proxy ceases to be a Member. Proxies may be returned to the Association by facsimile, hand delivery or United States mail.

ARTICLE XIII LENDER'S NOTICES

Upon written request to the Association by certified mail, identifying the name and address of the holder, insurer or guarantor and the Parcel number or address, any mortgage holder, insurer, or guarantor will be entitled to timely written notice of:

Section 13.1. Any condemnation or casualty loss that affects either a material portion of the project or the Parcel securing its mortgage.

Section 13.2. Any sixty (60) day delinquency in the payment of assessments or charges owed by the Owner of any Parcel on which it holds the mortgage.

Section 13.3. A lapse, cancellation or material modification of any insurance policy or fidelity bond maintained by the owners' association.

Section 13.4. Any proposed action that requires the consent of a specified percentage of mortgage holders.

ARTICLE XIV INSURANCE AND FIDELITY BONDS

Section 14.1. To the extent that coverage is available, the Association will maintain in effect casualty and liability insurance and fidelity bond coverage as may be necessary.

Section 14.2. The Board of Directors shall have the authority to and shall obtain insurance for all insurable improvements on the Common Area against loss or damage by fire and such other hazards as deemed appropriate by the Board, including extended coverage,

vandalism and malicious mischief, in an amount sufficient to cover the full replacement cost, less any deductible, of any repair or reconstruction in the event of damage or destruction from any such hazard, and shall also obtain a public liability policy covering all the Common Area and all damage or injury caused by the negligence of the Association or any of its agents, which public liability policy shall have at least Five Hundred Thousand Dollars (\$500,000.00) single person limit as respects bodily injury and property damage, a One Million Dollar (\$1,000,000.00) limit per occurrence, and a Fifty Thousand Dollar (\$50,000.00) minimum property damage limit. Premiums for all such insurance shall be common expenses of the Association.

All such insurance coverage obtained by the Board of Directors shall be written in the name of the Association. Such insurance shall be governed by the provisions hereinafter set forth:

(a) All policies shall be written with a company licensed to do business in the State of Florida.

(b) Exclusive authority to adjust losses under policies hereafter in force on the Property obtained by the Association shall be vested in the Board of Directors; provided, however, that no mortgagee having an interest in such losses may be prohibited from participating in the settlement negotiations, if any, related to a loss.

(c) In no event shall the insurance coverage obtained and maintained by the Board of Directors be brought into contribution with insurance purchased by individual members or their mortgagees.

(d) The Board of Directors shall conduct a periodic insurance review which may include a replacement cost appraisal, without respect to depreciation, of all insured improvements on the Common Area.

Section 14.3. There shall be no judicial partition of the Common Property or any other part thereof, nor shall any person acquiring any interest in the Common Property or any part thereof seek any such judicial partition.

Section 14.4. Proceeds of insurance policies shall be disbursed as follows:

(a) Immediately after the damage or destruction by fire or other casualty to all or any part of the Common Property covered by insurance written in the name of the Association, the Board of Directors shall proceed with the filing and adjustment of all claims arising under such insurance and obtain reliable and detailed estimates of the cost of repair or reconstruction of the damaged property. Repair or reconstruction, as used in this paragraph, means repairing or restoring the property to substantially the same condition in which it existed prior to the fire or other casualty with each structure on the Common Property having the same vertical and horizontal boundaries and locations as before. Construction or reconstruction shall be in substantial conformity with that which existed prior to the damage or destruction.

(b) Any such damage or destruction shall be repaired or reconstructed unless at least seventy-five percent (75%) of the total vote of those voting members who participate in the voting at a meeting of the Association shall decide within sixty (60) days after the casualty not to repair or reconstruct. If for any reason, either the amount of the insurance proceeds to be paid as a result of such damage or destruction, or reliable and detailed estimates of the cost of repair cannot be obtained in sufficient time, then the period shall be extended until such information shall be made available; provided, however, that such extension shall not exceed sixty (60) days. No mortgagee shall have the right to participate in the determination of whether the damage or destruction shall be repaired or reconstructed.

(c) In the event that it should be determined by the Association in the manner described above that the damage or destruction shall not be repaired or reconstructed, then and in that event, the property shall be restored to its natural state and maintained as an undeveloped portion of the Common Property by the Association in a neat and attractive condition. In such event, all proceeds of insurance shall be disbursed as determined by the Board of Directors, and as approved by a majority of those members who participate in the voting at a meeting of the membership on this issue.

Section 14.5. If the damage or destruction for which the insurance proceeds are paid is to be repaired or reconstructed, and such proceeds are not sufficient to defray the cost thereof, the Board of Directors shall, without the necessity of a vote of the Members, levy a special assessment against all Members and in sufficient amounts to provide funds to pay such excess cost of repair or reconstruction. Additional assessments may be made in like manner at any time during or following the completion of any repair or reconstruction. If the funds available from insurance exceed the cost of repair, such excess shall be deposited in the Association's capital improvement or reserve account.

ARTICLE XV RESERVES

Section 15.1. Reserves for Replacement. The Association, through its Board of Directors, may as it deems necessary or appropriate establish and maintain an adequate reserve fund for the periodic maintenance, repair, and replacement of improvements to the common areas which the Association may be obligated to maintain. The fund is maintained out of regular assessments for common expenses.

ARTICLE XVI INSPECTION OF BOOKS AND PAPERS

The bookkeeping records of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member or their designee, in accordance with the Florida Statutes and the rules of the Association.

ARTICLE XVII
PARLIAMENTARY RULE

Roberts Rules of Order (latest edition) shall govern the conduct of the Association proceedings when not in conflict with the Declaration or the Articles of Incorporation, or with rules adopted by the Board regarding the officers of the Association.

ARTICLE XVIII
AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) of the members of the Association entitled to vote participating in the voting at a meeting, in person or by proxy, provided that a majority of the entire membership participates in the voting in order for the vote to be valid.

ARTICLE XIX
CONFLICTS

In the case of any conflict between the Articles of 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.

END OF AMENDED AND RESTATED BYLAWS