

Record and Return to:
Elizabeth P. Bonan, Esq.
Ross Earle Bonan Ensor & Carrigan, P.A.
P.O. Box 2401
Stuart, FL 34995

=====THIS SPACE FOR RECORDER'S USE=====

**AMENDED AND RESTATED
BY-LAWS
OF
NETTLES ISLAND, INC., a Condominium**

**ARTICLE 1
Identity**

These are the Amended and Restated By-laws of Nettles Island, Inc., a corporation not-for-profit incorporated under Florida Statute 617 and Florida Statute 718, The Condominium Law.

1.1 Office. The office of the Association shall be on the condominium property at 9801 S. Ocean Drive, Jensen Beach, Florida 34957.

1.2 Seal. The seal of the Association shall bear the name of the corporation, the word "Florida" and the words "Corporation Not-for-profit" and the year of incorporation.

**ARTICLE 2
Definitions**

The terms used in these Amended and Restated By-laws shall have the same definitions as found in the Declaration of Condominium for Nettles Island.

**ARTICLE 3
Applicable Law**

In any case where there is a conflict between these By-laws and the requirements of Florida Statute 718, the provisions of Florida law shall prevail.

**ARTICLE 4
Membership and Voting Rights**

4.1 Members. Membership in Nettles Island, Inc. is limited to owners of property located at Nettles Island, Transfer of unit ownership, either voluntarily or by operation of law, shall terminate membership in the Association and immediately vest membership in the new owner. If ownership is vested in more than one (1) person, then all persons who are listed on the deed shall be considered members, eligible for all rights of members. Any question relative to ownership shall be determined by the names stated on a deed as recorded in the St. Lucie County, public records.

4.2 Voting. Each condominium unit shall be entitled to one (1) vote. If a condominium unit owner holds title to more than one (1) unit, he or she shall be entitled to one (1) vote for each unit owned. The vote of units shall not be divisible.

4.3 Designation of Voting Members. Voting certificates are not required. If a condominium unit is owned by one (1) person, then the person's right to vote shall be established by his or her deed to the unit. If

a unit is owned by multiple individuals, any record Owner may vote on behalf of the unit. If a unit is owned by a corporation, any officer may vote on behalf of said corporation. If a unit is owned by a partnership, any general partner may vote on behalf of the partnership. If a unit is owned in trust, any trustee of a trust shall be entitled to vote. If a unit is owned by a limited liability company, any member or manager may vote on behalf of the limited liability company. Any person on behalf of a corporation, limited liability company, or other business entity with apparent authority to assert the right to vote on behalf of a unit shall be conclusively presumed to be entitled to vote on behalf of the unit. If multiple Owners or entity representatives of a unit cannot agree on a vote, the vote shall not be counted as to the issue upon which disagreement exists. No individual may cast a vote assigned to a unit in which the voting rights assigned to the unit are suspended pursuant to the terms of the condominium documents and/or Florida Law.

A married couple may designate a Voting Member by use of a designation of Voting Member, but is not required to do so. If, however, they are unable to decide how to cast a vote, then they will lose their voting right.

4.4 Meetings of the Membership. All meetings of the Membership shall be held at the condominium property at the time and place as designated by the Board.

4.5 Notice. Notice of all meetings shall be sent to each owner at least fourteen (14) days, but not more than sixty (60) days prior to the date of the meeting. Notices of all meetings of the Membership also shall be posted on the condominium property at least fourteen (14) days in advance of such meeting. Notices may be mailed or hand-delivered, sent by fax or electronic transmission. All notices shall be delivered to the unit owners as their address appears on the Association's records. Any change of address is the responsibility of the unit owner to provide to the Association.

Notice of any special meeting shall also state the specific purpose or purposes of the meeting.

4.6 Quorum. The quorum at any meeting of the Membership shall be obtained if a majority of all members are present, either in person or by proxy.

4.7 Annual Meeting. The Annual Meeting of the Membership shall be held on the third Saturday of February of each year at the Recreation Hall. The purpose of the meeting shall be the election of directors and transaction of any other business that may come before the members, including voting on amendments.

4.8 Order of Business. The order of business at the annual members' meeting and at all other members' meetings as far as reasonable shall be as follows:

- a. Conduction of the election as required under Florida Statute 718;
- b. Election of Chairman of the meeting;
- c. Calling of roll and certifying proxies;
- d. Proof of notice of meeting;
- e. Reading and disposal of any unapproved Minutes;
- f. Reports of officers;
- g. Reports of committees;
- h. Old business;
- i. New business;
- j. Adjournment and reconvening to announce results of election.

4.9 Special Meetings. Special meetings of the members may be called by the President and must be called by the President or Secretary at the request, in writing, of a majority of the Board of Directors or at the request, in writing, by Voting Members representing a majority of the unit owners' total votes. Any requests for a special meeting or notice of special meeting must state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to that stated in the request and the notice.

4.10 Adjourned Meetings. If any meeting of the members cannot be organized because a quorum

is not present, either in person or by proxy, the meeting may be adjourned from time-to-time by those who are present until a quorum is established. However, no adjournment may continue for more than ninety (90) days from the date of the initial meeting.

4.11 Participation by Members. Subject to reasonable rules and regulations adopted by the Board of Directors, members shall have the right to speak at all annual and special meetings of the Membership. Any rules adopted by the Board concerning Membership participating at annual or special meetings shall be provided to all members prior to the start of any such meeting. Members may also tape record or videotape membership meetings, provided that: a) the equipment and devices used do not produce distracting sound or light emissions; b) the equipment will be assembled and in position prior to the commencement of the meeting; and c) anyone videotaping or recording a meeting may not move about the meeting room during the conduct of the meeting.

4.12 Voting in Person or by Proxy. Votes may be cast in person at any meeting or may be cast by proxy. General proxies may be used only to establish a quorum. Limited proxies must be used as required by Florida law for votes taken to waive or reduce reserves; amend the Declaration, Articles or By-laws; or approval or alterations to the common elements. A proxy will be good only for a period of ninety (90) days after the meeting for which it was given. Every proxy shall be revocable at any time prior to the meeting date by the person who signed the proxy. A proxy must be in writing and signed by the person authorized to vote. Each proxy shall contain the date, time and place of the meeting for which it is given and if it is a limited proxy, the matter on which the proxy holder may vote. There is no limitation on the number of proxies that may be held by any person.

4.13 Voting Machines. As permitted by Florida law, issues to be decided by the Membership may also be decided by use of Voting Machines as provided by the Registrar of Voting from St. Lucie County. Voting machines shall be used for all elections of directors.

4.14 Approval or Disapproval. Most items to be voted on by the Membership such as amendments to the Declaration, Articles of By-laws or alterations to the common elements, will have a specific voting requirement for approval as set out in the involved document. On any issue for which a specific voting requirement has not been established, an affirmative vote of the majority of the members present, in person or by proxy, will be sufficient to pass the issue.

ARTICLE 5 **Directors**

5.1 Directors-Number and Terms. The affairs of the Association shall be governed by a Board of nine (9) directors. Commencing with the Annual Meeting and Election of Directors in 2012, Directors shall be elected for staggered terms of two (2) years. To accomplish staggered terms, the following election procedures shall apply to the election of nine (9) directors by members at the 2012 Annual Meeting and Election of Directors, The four (4) directors receiving the highest number of votes shall be elected for a two (2) year term. The five (5) remaining directors shall be elected for a one (1) year term. Thereafter, all Directors elected in each election subsequent to the 2012 Annual Meeting and Election of Directors shall be five (5) Directors, and the four candidates receiving the most votes shall serve a two (2) year term and the remaining candidate shall serve a one (1) year term. Each Director shall serve until a successor is duly elected and qualified, or until he or she is removed in a manner elsewhere provided. All members of the Board of Directors must be unit owners or spouses of unit owners. Directors shall serve without compensation.

5.2 Election of Directors. The election of directors shall be conducted in accordance with the procedure required by Florida Statute 718.

5.3 Organizational Meeting. The organizational meeting of a newly elected Board of Directors shall be held within ten (10) days of their election and may be held immediately following the annual meeting, if the Board so determines.

5.4 Vacancies. If the position of any director becomes vacant by reason of death, resignation, retirement, disqualification or removal from office, then a majority of the remaining directors, even should they constitute less than a quorum, shall choose a successor or successors who shall hold office to the end of the term of the person they are replacing.

5.5 Removal of Directors. Any director may be removed by the process of recall as described in Florida Statute 718. Recall may be by a vote of a majority of all owners at a duly called meeting or by a petition that complies with the requirements of the Division of Land Sales and Condominiums, as more fully described in the Florida Administrative Code.

5.6 Disqualification and Resignation. A director may resign at any time by sending a written notice of resignation delivered to the Secretary of the Association or the President. The resignation may include an effective date or if no date is specified, will be effective upon receipt. More than three (3) consecutive absences from regular meetings of the Board of Directors, unless excused by resolution of the Board, shall automatically constitute a resignation. If a director conveys his interest in a condominium unit and is no longer eligible for membership in the Association, his position as a director shall also automatically terminate. No director shall continue to serve on the Board should he or she be more than thirty (30) days delinquent in the payment of any assessment. Such a delinquency shall automatically constitute a resignation effective when the resignation is accepted by the Board.

5.7 Board Meetings. The Board of Directors may establish a schedule of regular meetings and may call meetings as they deem them necessary. Notice of all meetings shall be posted on the condominium property at least three (3) days in advance of each meeting. Each director shall be entitled to receive notice by mail, fax, hand-delivery or electronic transmission at least three (3) days prior to the date of the meeting.

Special meetings of the directors may be called by the President and must be called by the Secretary at the written request of one-third (1/3) of the votes of the directors on the Board. The request for a special meeting or notice of a special meeting must state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to that stated in the request and the notice. Directors shall also be entitled to three (3) days notice of special meetings, except in the case of an emergency. The written request of one-third (1/3) of the directors on the Board must be delivered to the official site of the Association, the Condominium Office. The date of any meeting called by a third of the directors must be scheduled within two (2) business days of receipt of by the Association of such written request, and the date of the meeting must take place within two weeks of the receipt by the Association of such written request.

Members shall be entitled to attend all Board meetings to comment on all agenda items. The Board may adopt reasonable rules and regulations limiting the length of comment by members. Members may participate at Board meetings under the same standards as set out in Article 4.11 of Amended By-laws.

5.8 Waiver of Notice. A director may waive notice of a meeting before, during or after a meeting and such waiver shall be the equivalent of written notice. Attendance by any director at a meeting shall constitute waiver of notice.

5.9 Quorum. A quorum at directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except in cases where approval by a greater number of directors is specifically required by the Declaration, the Articles of Incorporation or these By-laws.

Each director shall have one (1) vote on all matters that come before the Board. Directors may not vote by proxy nor by secret ballot with the exception that the officers of the Association may be elected by secret ballot. The vote of each director, except for the election of officers, shall be recorded in the Minutes of all meetings.

ARTICLE 6
Duties and Responsibilities of the Board

All powers and duties of the Association shall be carried out by its Board of Directors, subject only to a vote of the members when such is specified by the Association documents or Florida law.

The Board of Directors shall have the authority to perform the duties and responsibilities necessary for the administration of the Association. The duties and responsibilities of the Board of Directors shall include, but not be limited to the following:

- 6.1 Operate and maintain all Association property required to be maintained by the Association;
- 6.2 The irrevocable right to have access to each Unit from time to time during reasonable hours as may be necessary for the maintenance, repair or replacement of any Common Elements therein or elsewhere, or at any time and by force, if necessary, for making emergency repairs therein necessary to prevent damage to the Common Elements or to any other Unit or Units;
- 6.3 Enact, modify, amend or add rules and regulations concerning the use of the common elements, Association property and units as specified in the Declaration;
- 6.4 Determine the budget for income and expenses required for the operation of the Association in accordance with Section 10 below, and levy assessments in accordance with the Association documents;
- 6.5 Maintain accounting records according to good accounting practices. The records shall be open to inspection by members or their authorized representatives at reasonable times upon prior written request;
- 6.6 Maintain bank accounts on behalf of the Association and designate the signatories required therefore;
- 6.7 Obtain and renew insurance for the Association and association property;
- 6.8 Make repairs, additions and improvements to or alterations of, Association property and repairs to and restoration of Association property, in accordance with the provisions of the Association documents after damage or destruction by fire or other casualty or as a result of condemnation or eminent domain proceedings or otherwise;
- 6.9 Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- 6.10 Elect or appoint such officers and agents as its affairs shall require in accordance with Section 7 below;
- 6.11 Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of the Association property;
- 6.12 Contract for the management and maintenance of the Condominium Property and to authorize a duly licensed management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted in the Condominium documents and the Condominium Act;
- 6.13 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, or any interest therein, wherever situated;

6.14 Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of the Association property and assets. The power to acquire personal property shall be exercised by the Board and the power to acquire real property shall be exercised with the affirmative vote of 66 2/3% of the Unit owners present and voting at a duly called meeting of the Association, except in the case of a foreclosure sale;

6.15 Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds loaned or Invested;

6.16 Levy fines against appropriate Unit Owners for violations of the Declaration, By- Laws, policies and rules and regulations established by the Association to govern the conduct of residents and owners. No fine shall be levied except after giving reasonable notice and opportunity for a hearing to the affected Unit Owner and, if applicable, his tenant, licensee or invitee. No fine may exceed \$100 per violation, however, a fine may be levied on the basis of each day of a continuing violation with a single notice and opportunity for hearing, provided however, that no such fine shall in the aggregate exceed \$1,000. No fine shall become a lien upon a Unit.

6.17 Have and exercise all powers necessary or convenience to affect any or all of the purposes for which the Association is organized;

6.18 Merge with any other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit;

6.19 All other duties and responsibilities provided for in the Declaration, Articles and these By-Laws.

ARTICLE 7
Officers

The Executive Officers of the Association shall consist of a President, a Vice-President, a Treasurer and a Secretary, all of whom must be directors. Officers shall be elected by the Board of Directors annually and may be peremptorily removed at any meeting by a concurrence of a majority of all of the directors. A person may hold more than one (1) office, except that the President may not also be the Secretary. The Board of Directors may, from time-to-time, elect or appoint such other officers and designate their powers and duties as the Board shall deem necessary or appropriate.

7.1 President. The President shall be the chief executive officer of the Association. He shall have all the powers and duties that are usually vested in the office of president of a condominium association.

7.2 Vice-President. The Vice-President shall exercise the powers and perform the duties of the President in the absence or disability of the President. He shall also assist the President and exercise such other powers and perform such other duties as may be required of him from time-to-time by the President or by the Board of Directors.

7.3 Secretary. The Secretary shall keep the Minutes of all the proceedings of the directors and the members. The Secretary shall attend to the giving of all notices to the members and directors as required by these By-laws or Florida law. The Secretary shall have custody of the seal of the Association and shall affix it to all instruments requiring the seal when duly signed. The Secretary shall supervise the keeping of the records of the Association, except those of the Treasurer. The Board may appoint an Assistant Secretary to provide services as directed by the Board.

7.4 Treasurer. The Treasurer shall have legal custody of the Association funds, securities and evidence of indebtedness. He shall supervise the keeping of accounts and books belonging to the Association and shall be responsible to make sure the financial records of the Association are properly maintained in accordance with generally accepted accounting principals. The Treasurer shall submit a treasurer's report to

the Board of Directors at reasonable intervals. The Board may also designate an assistant treasurer to help with these functions.

ARTICLE 8 **Fiduciary Duty**

The officers and directors of the Association have a fiduciary relationship to the members. An officer or director shall not solicit, offer to accept or accept anything or service of value for which consideration has not been provided, for his own benefit or for the benefit of his family from any person providing or proposing to provide goods or services to the Association. This paragraph, however, shall not prevent an officer or director from accepting services or items received in connection with trade fairs or education programs. Directors shall serve without compensation.

ARTICLE 9 **Fiscal Management**

9.1 **Budget and Assessments.** The Board of Directors shall annually prepare a budget which shall detail all accounts and items of expenses as required by Florida Statute 718. The Budget shall be the basis of determining the amount of assessments payable by the members. In addition to annual operating expenses the budget shall include reserve accounts for capital expenditures and deferred maintenance (unless waived as provided below). These accounts shall include, but not be limited to, roof replacement, paving, resurfacing and building painting. Reserve accounts shall also be maintained for the cost of deferred maintenance or replacement cost of any item which exceeds Ten Thousand Dollars (\$10,000). Reserves shall not be required, however, if the members of the Association have, by a majority vote at a duly called meeting, determined for a specific fiscal year to provide no reserves or reserves less than adequate. Reserve funds and any interest accruing thereon shall remain in the reserve account for authorized reserve expenditures unless their use for any other purpose is approved in advance by a vote of majority of the members present at a duly called meeting of the Association.

9.2 **Notice of Budget Meeting.** A copy of the proposed budget of common expenses shall be mailed or delivered (as per Section 4.5) to each member not less than fourteen (14) days prior to the meeting of the Board of Directors at which the budget will be considered, together with a notice of the meeting indicating the time and place of such meeting. Notice shall also be posted on the condominium property at least forty-eight (48) hours in advance of the Board Meeting.

9.3 **Assessments.** Assessments against members for their share of the common expenses shall be made annually, at least twenty (20) days preceding the year for which the assessments are made. Assessments shall be due in equal installments payable in advance quarterly. Notice shall be mailed or delivered to each owner on their address shown on the corporate records.

If annual assessments are not made as required, assessments shall be presumed to be made in the amount of the last prior assessment.

In the event the annual assessment proves to be insufficient, the budget and assessment may be amended at any time by the Board of Directors following the procedure set out in Sections 10.1 and 10.2.

9.4 **Special Assessments.** Special assessments may be levied by the Board of Directors after fourteen (14) days notice to all owners at any meeting at which special assessments will be considered. Any funds collected pursuant to a special assessment shall be used only for the specific purpose or purposes set forth in the notice. Upon completion of the purposes stated any excess funds will constitute common surplus and may, at the discretion of the Board, either be returned to the members or applied as a credit towards future assessments.

9.5 **Assessments for Common Element Alterations.** Any special assessment for a common element alteration shall be levied only after approval of a majority of members voting, in person or by proxy, at

a regular or special meeting of the members.

9.6 Individual Assessments. The Association shall have the power and authority to levy and collect an individual assessment against a particular member for the cost of maintenance, repair or replacement within the condominium property which the member is responsible and has failed or refused to perform, after reasonable notice.

9.7 Acceleration. If a member shall be in default of the payment of any installment of his annual assessment, the Board of Directors may accelerate any remaining installments upon fifteen (15) days prior written notice to the member. Upon acceleration the unpaid balance of the assessment for the balance of the year shall be due upon the date stated in the notice. All regular and special assessments, if not paid when due, shall bear interest at the maximum rate allowed by law, currently eighteen percent (18%). Additionally, the Association may charge a late fee in an amount not to exceed Twenty Five Dollars (\$25.00) per installments or five percent (5%) of each installment and a reasonable fee for returned checks. Any payments received by the Association shall be applied first to interest, then to late fees, then to costs and attorney's fees, if any, and then to the delinquent assessment.

9.8 Fidelity Bonds. Fidelity Bonds shall be required by the Board of Directors for all persons handling or responsible for Association funds in amounts as determined by a majority of the Board.

9.9 Accounting Records and Financial Reports. The Association shall maintain accounting records according to generally accepted accounting principles. The records shall be open to inspection by the members or their authorized representatives at reasonable times.

Within ninety (90) days after the end of the fiscal year, the Association shall prepare and complete, or contract for the preparation and completion of, a financial report for the preceding fiscal year, as required by the Condominium Act as amended from time to time.

ARTICLE 10
Amendments

These By-laws may be amended in the following manner:

10.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of the meeting at which a proposed amendment is to be considered.

10.2 Adoption. A resolution for the adoption of a proposed amendment may be raised either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. Approval of proposed amendments must be by not less than two-thirds (2/3) of the votes of the members present and voting (either in person or by proxy), at a meeting at which a quorum has been attained.

10.3 Execution and Recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted which certificate shall be signed by the President or Vice-President and the Secretary or Assistant Secretary. The amendment shall be effective when the certificate and a copy of the amendment are recorded in the public records of St. Lucie County.

ARTICLE 11
Parliamentary Rules

Robert's Rules of Order, latest edition, shall govern the conduct of Association meetings when not in conflict with the requirements of Florida law, the Declaration of Condominium or these By-laws.

We hereby certify that the foregoing were duly adopted as the Amended and Restated By-Laws of NETTLES ISLAND, INC., a Condominium, a corporation not-for-profit under the laws of the State of Florida.

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 28th day of MARCH, 2025.

WITNESSES AS TO PRESIDENT:

[Signature]
Print Name: Kelly A Warden
Address: 9801 S Ocean Dr
Jensen Beach, FL 34957

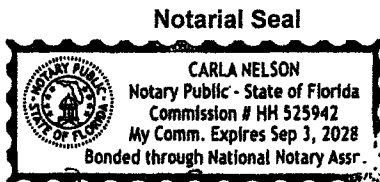
[Signature]
Print Name: FELICIA LINAN
Address: 9801 S OCEAN DR
JENSEN BEACH, FL 34957

NETTLES ISLAND, INC.

By: [Signature]
Martha Mendez, President

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was subscribed, sworn and acknowledged before me by means of physical presence or online notarization, by Martha Mendez as President of Nettles Island, Inc., who is personally known to me, or who has produced _____ as identification on March 28, 2025.



Carla Nelson
Notary Public
Print Name: Carla Nelson
My Commission Expires 9-3-2028

WITNESSES AS TO SECRETARY:

[Signature]
Print Name: Kelly A Warden
Address: 9801 S Ocean Dr
Jensen Beach, FL 34957

[Signature]
Print Name: FELICIA LINAN
Address: 9801 S OCEAN DR
JENSEN BEACH, FL 34957

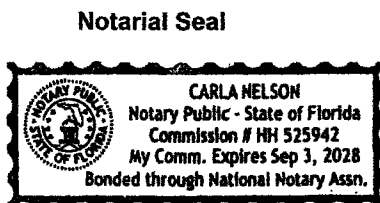
NETTLES ISLAND, INC.

By: [Signature]
3-23-25, Secretary
Howard Kickert



STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was subscribed, sworn and acknowledged before me by means of physical presence or online notarization, by Howard Kickert, as Secretary of Nettles Island, Inc., who is personally known to me, or who has produced _____ as identification on March 28, 2025.



Carla Nelson
Notary Public
Print Name: Carla Nelson
My Commission Expires: 9-3-2028