

Recd:
PORTER WRIGHT BY AL
5001 PELICAN BAY BLVD #300
NAPLES FL 34108 2709

2812193 OR: 2843 PG: 0143
RECORDED in the OFFICIAL RECORDS of COLLIER COUNTY, FL
06/15/2001 at 07:13AM DWIGHT B. BROCK, CLERK

RBC FEB 91.50

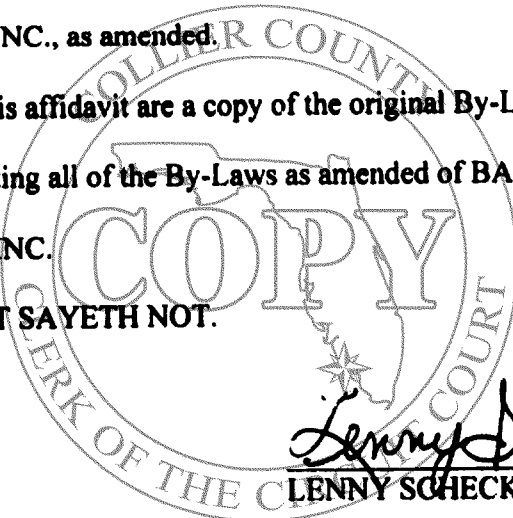
AFFIDAVIT

STATE OF FLORIDA

COUNTY OF COLLIER

BEFORE Me, on this day personally appeared LENNY SCHECK, who first being duly sworn, deposes and states as follows:

1. That I am the President of the BAREFOOT BEACH MASTER ASSOCIATION, INC.
 2. That I am familiar with the Articles and By-laws of BAREFOOT BEACH MASTER ASSOCIATION, INC., as amended.
 3. Attached to this affidavit are a copy of the original By-Laws together with amendments thereto constituting all of the By-Laws as amended of BAREFOOT BEACH MASTER ASSOCIATION, INC.
- FURTHER AFFIANT SAYETH NOT.



Lenny Scheck

LENNY SCHECK

SWORN TO AND SUBSCRIBED before me this 14 day of May, 2001.

(SEAL)

My commission expires:

Howard A. Walton

Signature of Notary Public

Print Name of Notary Public: **HOWARD A. WALTON**
Commission No.: _____
OFFICIAL SEAL
NOTARY PUBLIC - MARYLAND
MONTGOMERY COUNTY
My Commission Expires Feb. 1, 2003

BY-LAWS
OF
LELY BAREFOOT BEACH MASTER ASSOCIATION, INC.,
a corporation not for profit

ARTICLE I. IDENTIFICATION

- 1.01 Identity: These are the By-laws of Lely Barefoot Beach Master Association, Inc., a corporation not for profit organized and existing under the laws of the State of Florida, (the "Master Association").
- 1.02 Purpose: The purpose for which the Master Association is organized is to provide an entity for the ownership, maintenance, preservation, management and control of the main north/south roadway located in Lely Barefoot Beach, a planned community located in Collier County, Florida, which roadway is commonly known as Lely Beach Boulevard and more particularly described as: portions of the following properties, as more particularly described and shown on each of the following described plat: Tract R of Lely Barefoot Beach, Unit One, as recorded in Plat Book 12, Pages 34 through 47, of the Public Records of Collier County, Florida; Lot 5 of Lely Barefoot Beach, Unit Two, as recorded in Plat Book 15, Pages 71 through 72, of the Public Records of Collier County, Florida; Tract 2 of Lely Barefoot Beach, Unit Three, as recorded in Plat Book 16, Pages 55 through 58, of the Public Records of Collier County, Florida; Tract R of Lely Barefoot Beach, Unit Four, as recorded in Plat Book 17, Pages 55 through 58, of the Public Records of Collier County, Florida; the gatehouse complex site located therein: Tract A Lely Barefoot Beach, Unit One, as recorded in Plat Book 12, Pages 34 through 37, of the Public Records of Collier County, Florida; and other common areas in Lely Barefoot Beach, a planned community located in Sections 5, 6, 7, and 8, Township 48 South, Range 25 East, Collier County, Florida. The Master Association shall have the further purpose of promoting the health, safety and welfare of the owners and residents of Lely Barefoot Beach, consistent with these Articles and the By-laws of the Master Association, and other documents relating to the component communities of Lely Barefoot Beach.
- 1.03 Office: The officer of the Master Association shall be at 226 Lely Beach Boulevard, Bonita Springs, Florida 33923, until otherwise changed by the Board of Directors.
- 1.04 Fiscal Year: The fiscal year of the Master Association shall be the calendar year.
- 1.05 Seal: The seal of the corporation shall bear the name of the corporation, the word "Florida," the words "corporation not for profit" and the year of incorporation.

ARTICLE II. MEMBERS

- 2.01 Members: The members of the Master Association shall consist of those legal entities that represent component communities located within Lely Barefoot Beach as set forth on Exhibit "A" attached hereto and incorporated herein. For convenience the members of the Master Association shall herein be referred to as "Member Entity."
- 2.02 Change of Delegate: Change of a Member Entity's delegate to the Master Association shall be established by filing written notice with the Secretary of the Master Association of the and identification of its successors.
- 2.03 Evidence of Membership: There shall be no stock or membership certificates in the Master Association. Membership shall be determined as set forth in these By-laws and the Articles of Incorporation of the Master Association and as may be determined by a majority of the Board of Directors from time to time. The Secretary of the Master Association shall maintain an up to date list of the Member Entities.

ARTICLES III. VOTING

- 3.01 Voting: Each Member Entity of the Master Association shall be entitled to weighted votes as set forth in Exhibit "A" attached hereto. Voting rights shall be subject to such provisions for delegation thereof and the granting of irrevocable proxies as are provided herein.
- 3.02 Delegate Voting: Each Member Entity shall select one (1) individual to serve as delegate member to represent the Member Entity in all Master Association matters including but not limited to voting on Master Association matters. For convenience the delegate member representing the Member Entity shall be herein be referred to as the "Delegate Member." The Board of Directors of each Member Entity shall appoint the individual Delegate Member to represent said Member Entity. The Delegate Member need not be a member of the Board of Directors of the Member Entity but must be a resident of Lely Barefoot Beach or affiliated with a Member Entity corporation involved in the development of Lely Barefoot Beach. Delegate Members shall have representative voting rights as provided herein, but shall not otherwise be entitled to membership in the Master Association or any privileges or rights in connection therewith apart from such right any such Delegate Member shall have under Section 2.01 hereof.
- 3.03 Voting Procedure: All determination of requisite majorities and quorums for all purposes the Articles or these By-Laws shall be made by reference to the number of Member Entities through their representatives entitled to vote. Decisions

of the Master Association shall be made by a simple majority of votes entitled to be cast by all Delegate Members present or represented at a meeting at which a quorum is present, unless a greater percentage is required by the Articles or these By-laws.

3.04 Quorum: A quorum shall exist when Declarant Members entitled to cast a majority of all votes are present, either in person or by proxy. Weighted votes held by a Member Entity shall not be a factor in determining whether a quorum exists.

3.05 Approval or Disapproval of Matters: Matters relating to the affairs of the Master Association which are subject to the approval or disapproval of the membership shall be voted upon at a meeting of the Master Association.

3.06 Proxies: Delegate Members may cast their votes as delegated to them, in person or by proxy. Any Delegate Member may grant a proxy in writing, signed by such Delegate Member. Such a proxy shall be valid only for the particular meeting designated in the proxy, and must be filed with the Secretary or other designated representative of the Master Association before the appointed time of the meeting or any adjournments thereof. A properly executed and delivered proxy may be revoked by a writing delivered to the Secretary or other designated representative of the Master Association prior to the time of the meeting or adjournments thereof or by the attendance in person of the person or persons executing such proxy at any meeting or adjournment thereof. In no event shall a proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given, unless said proxy otherwise provides.

3.07 Method of Voting: Voting on matters shall be conducted in accordance with this Section. Voting may be by roll call, voice vote or by written ballot; provided, however, that whenever written approval is required, or whenever any amendment to the Articles or these By-laws is proposed, or when any borrowing of funds, pledge or other disposition of corporate property or assets is proposed, the voting shall be by written ballot. Routine matters such as approval of minutes, adjournment, acceptance of reports, parliamentary questions and social business may be determined by "yeas" and "nays;" unless a majority of the Delegate Members entitled to cast votes, or the chairman, require a roll call vote or vote by written ballot.

ARTICLE IV. MEETINGS OF MEMBERS

4.01 Annual Meeting: The annual meeting of the Membership shall be held during the month of January of each year on a day and at a time determined by the Board; provided that notice pursuant to Section 4.03 is given at least thirty (30) days

prior to the date set for the annual meeting. The annual meeting shall be for the purpose of qualifying Directors, and transacting any other business authorized to be transacted by the members.

- 4.02 Special Meetings: Special meetings of the membership shall be held whenever called by the President, or Vice President, or by 1/3rd percent of the Board, and must be called by such officers upon receipt of a written request from Delegate Members entitled to cast not fewer than 1/3rd percent of the total number of votes.
- 4.03 Notice of Meetings: Notice of all meetings of the membership, stating the time, place and objects for which the meeting is called, shall be given by the President, Vice President, Secretary or any Assistant Secretary, unless waived in writing. All such notices shall be given in writing to each Member Entity, at the address of such association or entity as it appears on the books of this Master Association, or as such may have otherwise directed in writing, and shall be mailed or delivered not fewer than ten (10) days, nor more than thirty (30) days, prior to the date of the meeting. A duplicate notice shall be furnished to the Delegate Members at the addresses furnished by the Master Entities. The notice for any meeting at which assessments against the Members Entities are to be considered shall contain a statement of the nature of such assessments and that such assessments will be considered. Proof of such mailing or delivery shall be given by Affidavit or other certification of the person giving the notice. Notice of meetings may be waived in writing before, during or after meetings. Waivers signed by Delegate Members shall be binding on all Member Entities for whom such Delegate Members have representative voting rights.
- 4.04 Place: Meeting of the Master Association Members shall be held at such place in either Collier or Lee County, Florida, as the Board may designate in the Notice of Meeting:
- 4.05 Adjournments: If any meeting of membership cannot be organized because a quorum has not attended, the Delegate Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.
- 4.06 Order of Business: The order of business at annual meetings, and as far as practical at all special meetings, shall be:
- (a) Election of Chairman of the meeting (if necessary).
 - (b) Calling of the roll and certifying of the proxies.
 - (c) Proof of notice of the meeting or waiver of notice.

- (d) Reading and disposal of any unapproved minutes.
- (e) Reports of officers.
- (f) Reports of committees.
- (g) Qualifying of Directors.
- (h) Unfinished business.
- (i) New business.
- (j) Announcements.
- (k) Adjournment.

4.07 Nature of Meetings: Meetings of the Master Association shall be held pursuant to this Article with notice to the Member Entities and Delegate Members at the addresses furnished by the associations or legal entity. Such meetings shall be open to any member of any Member Entity, but the attendance of such a member shall not entitle that member with the right to vote.

ARTICLE V. DIRECTORS

- 5.01 Board of Directors: The affairs of the Master Association shall be managed by a Board of Directors consisting of all of the Delegate Members of the Master Association as described in Article III of these By-laws.
- 5.02 Election of Directors: There shall be no election of the Directors of the Master Association. The selection of the Delegate Members to represent the Member Entities as Directors of the Master Association shall remain vested with the respective Boards of Directors of the Member Entities.
- 5.03 Term: Subject to the provisions of Sections 5.01 and 5.02, the term of each Director's service shall extend to the next annual meeting of the membership at which such Director term expires and thereafter until his successor is duly selected by their respective Board of Directors and qualified by the Master Association, or until he is removed in the manner elsewhere provided. It is the intent hereof that the Board, may establish Director terms of more than one (1) year so that the terms of the several Directors shall be staggered to assure continuity. In no event shall a term of a Director exceed three (3) years. If staggered terms are implemented, all Directors shall be elected to serve the same length of time, except that in the first election at which staggered terms are implemented, designated directorships may be established for shorter terms on a one time basis to establish the pattern of staggering.

- 5.04 Qualifications: The Delegate Member/Director need not be a member of the Board of Directors of the Member Entity but must be a resident of Lely Barefoot Beach or affiliated with a Member Entity corporation involved in the development of Lely Barefoot Beach; provided, however, all Delegate Members appointed after December 31, 1994 must be residents of Lely Barefoot Beach. Delegate Members/Directors shall have representative voting rights as provided, but shall not otherwise be entitled to membership in the Master Association or any privileges or rights in connection therewith apart from such right any such Delegate Member/Director shall have under Section 2.01 hereof.
- 5.05 Vacancies: Except as otherwise provided herein, if the office of any Director becomes vacant, whether by reason of death, resignation, retirement, disqualification, incapacity or otherwise, the Board of Directors of the relevant Member Entity shall select a successor, who shall hold the office until the next annual meeting.
- 5.06 Disqualification and Resignation: Any Director may resign at any time by sending written notice to the Secretary of the Master Association. Such resignation shall take effect upon receipt by the Secretary, unless otherwise specified in the resignation.
- 5.07 Organization Meeting: The organization meeting of a newly selected and qualified Board of Directors shall be held within ten (10) days of its selection, at such place and time as shall be fixed by the Directors at the meeting at which they were qualified, and no further notice of the organization meeting shall be necessary.
- 5.08 Regular Meetings: The Board may, from time to time, establish a schedule of regular meetings to be held at such time and place as the Board may designate. Any regular scheduled meetings may be dispensed with upon written concurrence of not less than two-thirds (2/3) of the members of the Board.
- 5.09 Special Meetings: Special Meetings of the Directors may be called by the President and must be called by the Secretary or an Assistant Secretary at the written request of two Directors.
- 5.10 Notice: Notice of each regular or special meeting shall be given to each Director personally or by mail, telephone or telegraph at least three (3) days prior to the meeting date. All notices shall state the time and place of the meeting, and if a special meeting, the purposes thereof. Any Director may waive notice of a meeting before, during or after the meeting, and all such waivers shall be deemed equivalent to the giving of notice. Attendance by a Director at a meeting shall be deemed a waiver of Notice by

him. Duplicate copies of the Notice may be provided to each Member Entity, but failure to provide or receive such Notice

shall not invalidate any meeting or the actions taken thereat.

5.11 Quorum: A quorum at Director's meetings shall consist of a majority of the entire Board. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the act of the Board; except where approval of a greater number of Directors is required by these By-laws.

5.12 Adjourned Meeting: If at any meeting of the Board there be 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 which might have been transacted at the meeting as originally called may be transacted without further notice.

5.13 Joinder in Meeting by Approval of Minutes: The joinder of a Director in the action of a meeting, by signing and concurring in the minutes thereof shall constitute the concurrence of such Director for the purpose of determining requisite majorities on any action taken and reflected in such minutes or to create a quorum. Directors may join in minutes under this section only after an open meeting, for the purposes herein provided.

5.14 Meetings Open: Meetings of the Board of Directors shall be open to any member of the Member Entities. Provided, however, that such attendance does not entitle that member with the right to vote.

5.15 Presiding Officer: The presiding officer at Director's meeting shall be the President. In the absence of the President, the Vice President shall preside. In the absence of both, the Directors present shall designate one of their members to preside.

5.16 Directors' Fees: Directors shall serve without compensation, but may be reimbursed for out of pocket expenses according to policies adopted from time to time by the Board.

5.17 Order of Business: The order of business of Directors' meetings shall be:

- (a) Roll call.
- (b) Proof of notice of meetings or waiver of notice.
- (c) Reading and disposal of any unapproved minutes.

- (d) Reports of officers and committees.
- (e) Election of officers, if any.
- (f) Unfinished business.
- (g) New business.
- (h) Announcements.
- (i) Adjournment.

ARTICLE VI. POWERS AND DUTIES OF BOARD OF DIRECTORS

The Board of Directors shall have all powers, authority, discretion and duties necessary for the administration of the Master Association and operation of the Master Association.

- 6.01 General Powers: All powers specifically set forth in the Articles and these By-laws, and all powers incident thereto or reasonably to be inferred therefrom.
- 6.02 Enforcement and Fines: The Board shall enforce by legal means, provisions of the Articles, the By-laws and Rules and Regulations for the use of the corporate property. In the event that the Board determines that any Member Entity is in violation of any of the provisions of the By-laws, Articles or Rules and Regulations, the Board, or an agent of the Board, designated for that purpose, shall notify the Member Entity of the nature of the violation. If said violation is not cured within five (5) days, or if said violation consists of acts or conduct by the Member Entity, and such acts or conduct are repeated, the Board may levy a fine for each offense against the Member Entity. The amount of such fine shall be in such reasonable amount as may be established from time to time by the Board as being sufficient to encourage appropriate conservice of applicable provision of the By-laws and Rules and Regulations. Each day during which the violation continues shall be deemed a separate offense. Such fines shall be assessed as a special assessment against the Member Entity. In addition, the Board may suspend the right of any Member Entity and/or its members to use the corporate property for any period during which any assessment remains unpaid and delinquent, and may likewise suspend such right for a period not to exceed thirty (30) days for any single infraction of the Rules and Regulations of the Master Association. Provided, however, that any suspension of such right to the use of the facilities, other than for failure to pay assessments, shall be made only after a hearing before the Board, upon reasonable written notice to the Member Entity, specifying the violations charged. At any such hearing the Member Entity may be represented by counsel.

- 6.03 Budget and Assessments: The Board shall adopt budgets and make assessments, and to use and expend assessments relating to the administration of the Master Association and operation and use of any corporate property.
- 6.04 Rules and Regulations: The Board may adopt, amend and rescind reasonable Rules and Regulations relating to the administration of the Master Association and operation and use of any corporate property.
- 6.05 Committees: The Board may create and disband such committees as the Board may from time to time determine as reasonably necessary or useful and to delegate such authority to such committees as may be reasonable in connection with their purpose. All committees shall keep records and conduct meetings in the same manner, to the extent applicable, as is required of the Board. Nothing contained herein shall restrict the authority of the President of the Association from appointing advisory committees not inconsistent with committees created by the Board.

ARTICLE VII. OFFICERS

- 7.01 Officers and Election: The officers of the Master Association shall be a President, who shall be a Director; a Vice President, who shall be a Director; a Treasurer, a Secretary and such other officers as may be determined from time to time by the Board, need not be a Board member, all of whom shall be elected annually by the Board, and who may be pre-emptorily removed by a majority vote of all Directors at any meeting. Any person may hold two offices except that the President shall not also be the Secretary or an Assistant Secretary. The Board shall elect such officers annually, and shall designate the powers and duties of such other officers as it may create.
- 7.02 President: The President shall be the chief executive officer of the Master Association. He shall have all of the powers and duties which are usually vested in the office of President of a non-profit corporation. He shall serve as Chairman at all Board and membership meetings.
- 7.03 Vice President: The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President, and exercise such other powers and perform such other duties as shall be prescribed by the Directors.
- 7.04 Secretary and Assistant Secretary: The Secretary shall keep the minutes of all proceedings of the Directors and the members. He shall attend to the giving and serving of all notice to the membership and Directors, and other notices required by law. He shall keep the records of the

Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of a not for profit corporation, as may be required by the Directors or the President. The Assistant Secretary, if such office is created, shall perform the duties of the Secretary when the Secretary is absent. The minutes of all meetings of the membership and the Board shall be kept in books available for inspection by all members of the Member Entities, or their authorized representatives, and Board members at any reasonable time. All such records shall be retained for not less than seven (7) years.

- 7.05 Treasurer: The Treasurer shall have the custody of all the property of the Master Association including funds, securities and evidences of indebtedness. He shall keep the books of the Master Association in accordance with generally accepted accounting principles. He shall provide for collection of Assessments and perform all other duties incident to the office of the Treasurer.
- 7.06 Compensation; The compensation of all employees of the Master Association shall be fixed by the Directors. Officers shall serve without compensation, but may be reimbursed for out of pocket expenses according to policies adopted from time to time by the Board. Notwithstanding Article X, no officer's compensation may be established except upon an eighty (80%) percent affirmative vote of all Delegate Members.
- 7.07 Term: All officers shall hold office until their successors are chose and qualify.

ARTICLE VIII. FISCAL MANAGEMENT

The provisions for fiscal management of the Association are set forth as follows:

- 8.01 Accounting: Receipts and expenditures of the Master Association shall be credited and charged to such accounts as the Board, in consultation with its accountants, shall from time to time determine to be necessary, reasonable or appropriate. Such accounts may include various categories of current expenses and receipts, contingency funds, reserves for deferred maintenance, capitals expenditures and replacement and such additional accounts as the Board may from time to time establish.
- 8.02 Budget: The Board shall adopt a budget for each calendar year which shall include the estimated funds required to defray the common expenses and funds for reserves, if any, and may provide funds for specifically proposed and approved improvements. The proposed budget for fiscal year 1993 shall be balanced with reasonable reserves for replacement costs or deferred maintenance expenses of Master Association

owned property. Moreover, the annual assessment to each individual property owner for fiscal year 1993 shall not exceed FIFTY (\$50.00) DOLLARS per month per unit.

- 8.03 Assessments: Regular quarterly assessments against each Member Entity for its share of the items of the budget shall be made in advance on or before the 1st day of each calendar quarter, unless other payment periods are provided by the Board. The payment of any assessment or installment thereof due to the Master Association shall be in default if not paid to the Master Association on or before the due date. When in default, the delinquent assessments or installments thereof shall bear interest at the highest lawful rate (if none exists, interest shall accrue at the rate of 18% per annum) until the same, and all interest due thereon, has been paid in full. The number of units to be assessed against each respective member Entity is as set forth on Exhibit "B" attached hereto and incorporated herein by reference. Failure of the Board to adopt a budget adopted and make an assessment by February 28th of any year shall not invalidate a budget adopted and assessment levied thereafter. If an assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior assessment. At the Board's discretion, it may require payment of an assessment in the amount of the last prior assessment, or defer the payment date of the assessment until a new budget has been adopted and assessment levied. In the event the regular assessment proves to be insufficient, the budget may be amended at any time by the Board and a special assessment levied. The special assessment shall be due within thirty (30) days following the date on which the special assessment is made or as otherwise provided by the Board. The method for adopting and levying assessments shall not be amended without unanimous consent of the Board.
- 8.04 Acceleration of Assessments: Upon default in payment the Board may disqualify the defaulting entity from voting on any Association matters and elect to accelerate remaining installments of regular and special assessments payable in installments, and such assessments shall stand accelerated ten (10) days after delivery or receipt of such notice to or by the delinquent Member Entity, or twenty (20) days after mailing of such notice by certified or registered mail, whichever first occurs.
- 8.05 Expenditures: All funds of the Master Association shall be expended only upon authorization of the Board. Approval of the budget shall be deemed authority to expend funds for the items and contingency funds within the budget. Funds derived from special assessments and funds in reserves shall be expended for the purpose for which such assessment was made or reserve established. Notwithstanding the foregoing, amounts and reserves may be used from time to time to make

otherwise authorized expenditures pending receipt of payment of assessments or other sums due as a method of management of cash flow provided that funds borrowed from reserves or other special purpose accounts are restored when cash flow again permits. This provision shall not be deemed to permit the Board to expend reserves or other special purpose funds for expenses in excess of budgeted expenses unless same are replaced by funds derived from assessments or other receipts not designated for such reserves or special purpose accounts. Contingency funds may be expended for any legitimate purpose by action of the Board.

8.06 Depository: The depository of the Master Association shall be in such bank or banks as shall be designated from time to time by the Board, and in which the moneys of the Master Association shall be deposited. Withdrawal of moneys from such accounts shall be only by checks signed by such persons as are authorized by appropriate resolution of the Board. Funds of the Master Association may be co-mingled or kept in separate accounts, except as otherwise required by law.

8.07 Audit: A report of the accounts of the Master Association shall be made annually by the Board, and copy of the report shall be furnished to each Board of Directors of the Member Entities not later than May 1st of the year following the year for which the report is made.

8.08 Fidelity Bonds: Fidelity Bonds shall be required by the Board from all persons handling or responsible for the Master Association's funds. The amounts of such bonds shall be determined by the Board. The premiums on such bonds shall be paid by the Master Association as a common expense.

ARTICLE IX. PARLIAMENTARY RULES

Roberts Rules of Order, the latest edition, shall govern the conduct of meetings of the Master Association, the Board and Committees of the Master Association when not in conflict with the Articles or these By-laws.

ARTICLE X. AMENDMENT

These By-laws may be amended by the Members of the Master Association at any regular or special meeting duly called for that purpose by the affirmative vote of an absolute majority of all votes entitled to be cast. Notwithstanding the foregoing, no amendment shall be made that is in conflict with the Articles, except as provided in said Articles.

ARTICLE XI. MISCELLANEOUS

The provisions of these By-laws shall be construed together with the Articles. In the event of a conflict between the provisions hereof and the provisions of the Articles, the

provisions of the Articles shall control. The provisions hereof shall be liberally construed to grant the Master Association sufficient practical authority to implement its obligations and authorities under the Articles. Whenever the context so requires, the use of any gender herein shall be deemed to include all genders, and the use of the plural shall contain the singular and the singular shall include the plural.

The foregoing was adopted as the By-laws of the Association at the first meeting of the Board of Directors on the 3rd day of February, 1993.

(Corporate Seal)
LELY BAREFOOT BEACH MASTER
ASSOCIATION, INC., a
corporation not for profit
organized and existing under
the laws of the State of
Florida

By: Leon Eisenbud
LEON EISENBUD, as
President

ATTEST:

Norman Hedrich
Norman Hedrich, as
Secretary

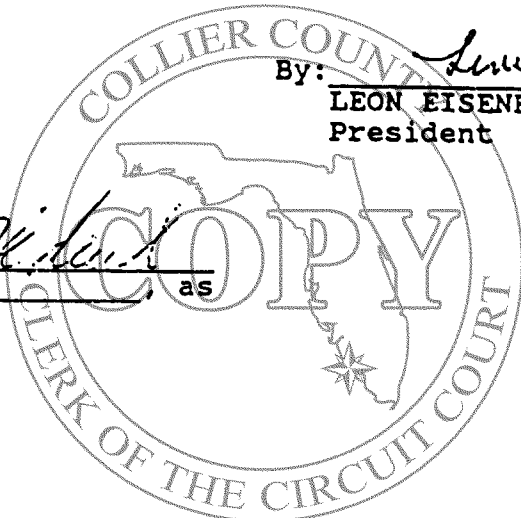
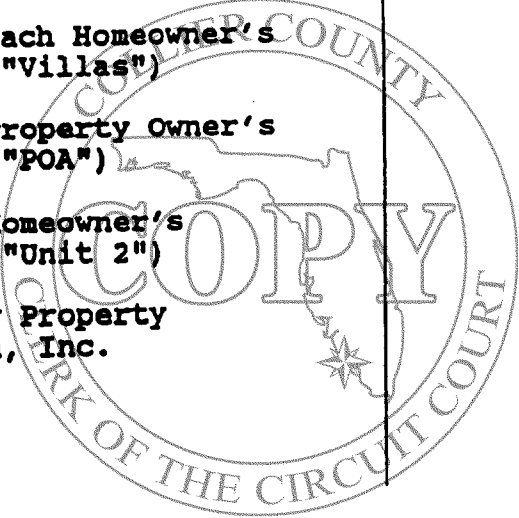


EXHIBIT A

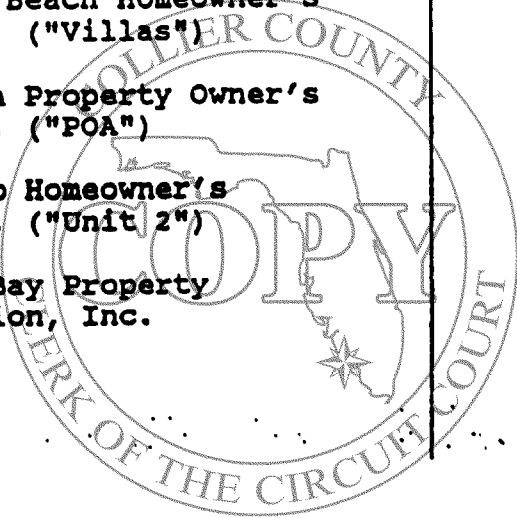
| <u>MEMBER ENTITY</u> | <u>VOTES</u> |
|---|---------------|
| Barefoot Beach Club Homeowners' Association, Inc. ("Beach Club") | 3(4)* |
| Cottages at Barefoot Beach ("Cottages") | 1 |
| Miramar Beach and Tennis Club ("Miramar") | 1 |
| Bayfront Garden Homeowner's Association, Inc., ("Heron Cove") | 1 |
| Villas at Barefoot Beach Homeowner's Association, Inc. ("Villas") | 1 |
| Lely Barefoot Beach Property Owner's Association, Inc. ("POA") | 1 |
| Barefoot Beach Club Homeowner's Association, Inc. ("Unit 2") | 1 |
| South Port on the Bay Property Owner's Association, Inc. ("Southport") | 1 |
| TOTAL | 9(10)* |



* The Beach Club shall have three (3) votes until such time as it begins construction on its final 48 units at the Beach Club, at which time it shall automatically and without any further action of the Member Entities, have four (4) votes.

EXHIBIT "B"

| <u>MEMBER ENTITY</u> | <u>UNITS FOR ASSESSMENT PURPOSES</u> |
|--|--------------------------------------|
| Barefoot Beach Club, Inc. ("Beach Club") | 348 |
| Cottages at Barefoot Beach ("Cottages") | 15 |
| Miramar Beach and Tennis Club ("Miramar") | 30 |
| Bayfront Garden Homeowner's Association, Inc., ("Heron Cove") | 33 |
| Villas at Barefoot Beach Homeowner's Association, Inc. ("Villas") | 50 |
| Lely Barefoot Beach Property Owner's Association, Inc. ("POA") | 132 |
| Barefoot Beach Club Homeowner's Association, Inc. ("Unit 2") | 4 |
| South Port on the Bay Property Owner's Association, Inc. ("Southport") | <u>104</u> |
| TOTAL | <u>716</u> |



a2/b11/1-25-93:kj

**AMENDMENT TO THE BYLAWS
OF
LELY BAREFOOT BEACH MASTER ASSOCIATION, INC.**

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the Bylaws of Lely Barefoot Beach Master Association, Inc., a Florida not-for-profit corporation, are hereby amended as follows:

NOTE: New language is underlined; language being deleted is shown in ~~struck through~~ type.

1. The existing Exhibit "A" to the Bylaws is superseded by the new Exhibit "A" attached hereto.
2. The name of the corporation is changed to Barefoot Beach Master Association, Inc.
3. Section 3.01 of the Bylaws is amended as follows:

Voting: Each Member Entity of the Master Association shall be entitled to weighted votes as set forth in Exhibit "A" attached hereto. Voting rights shall be subject to such provisions for delegation thereof and the granting of irrevocable proxies as are provided herein. No Member Entity may be subdivided or alter its weighted vote(s) as set forth in Exhibit "A".

4. The foregoing amendments were proposed by resolution of the Board of Directors on September 21, 1999.

5. In accordance with the Bylaws, the foregoing amendments were approved and adopted by a vote of a majority of the Delegate Members of the corporation on February 24, 2000.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed this Amendment to the Bylaws, this 21 day of March, 2000.

Lely Barefoot Beach Master Association, Inc.,
a Florida not-for-profit corporation

By: Leonard Scheck
Leonard Scheck, President

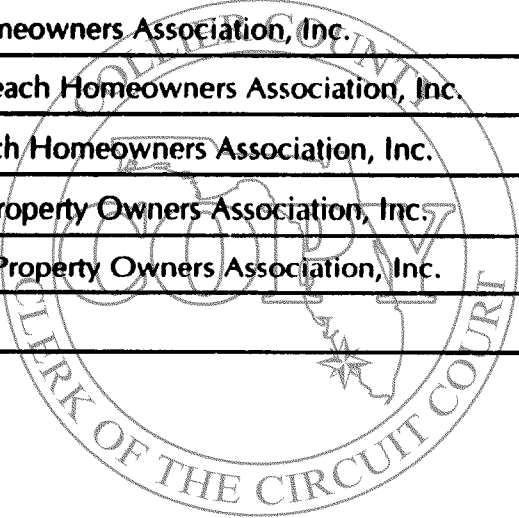
Attest:

Secretary



Revised Exhibit "A"

| MEMBER ENTITY | VOTE |
|--|-------------|
| Barefoot Beach Club Homeowners' Association, Inc. | 15 |
| Cottages at Barefoot Beach | 3 |
| Miramar Beach and Tennis Club | 3 |
| Bayfront Gardens Homeowners Association, Inc. | 2 |
| Bayside at Barefoot Beach Homeowners Association, Inc. | 1 |
| Villas at Barefoot Beach Homeowners Association, Inc. | 3 |
| Lely Barefoot Beach Property Owners Association, Inc. | 6 |
| Southport on the Bay Property Owners Association, Inc. | 6 |
| TOTAL | 39 |



**AMENDMENTS TO THE BY-LAWS
OF BAREFOOT BEACH MASTER ASSOCIATION, INC.**

Pursuant to Notice being duly given to hold a special meeting of the members of Barefoot Beach Master Association, Inc. (the "Association"), a Florida not-for-profit corporation and homeowners association, to consider and vote upon a proposal to amend the Association's By-laws, and the meeting having been requested and called by Leonard Scheck, as President of the Association and Delegate Member of Member Entity, Barefoot Beach Club Homeowner's Association, Inc., and the special meeting of the members having been held on Tuesday, May 1, 2001, at 9:00 a.m. at the Clubhouse at Barefoot Beach, located at One Barefoot Beach Blvd., Bonita Springs, Florida, and the required quorum of members having been obtained to commence the meeting, and a motion to approve the proposed amendments to the By-laws of the Association having been duly made, and an affirmative vote of an absolute majority of all votes entitled to be cast having been cast in favor of the proposal to amend the Association's By-laws, said Bylaws have now been amended as set forth below:

1. Section 3.01 Voting:

Voting: Each Member Entity of the Master Association shall be entitled to weighted votes as set forth in Exhibit "A" attached hereto to the Articles of Amendment to Amended and Restated Articles of Incorporation of Lely Barefoot Beach Master Association, Inc., filed with the Florida Secretary of State on April 18, 2000. Such weighted votes, as voted by each Member Entity through its Delegate Member, shall be counted for all purposes where voting is required or permitted under these By-Laws, the Articles of Incorporation, and/or applicable law. Voting rights shall be subject to such provisions for delegation thereof and the granting of irrevocable proxies as are provided herein.

2. Section 3.03 Voting Procedure:

Voting Procedure: All determination of requisite majorities and quorums for all purposes, including but not limited to purposes of the Articles or these By-Laws, shall be made by reference to the number of weighted votes held by Member Entities through their ~~representative~~ Delegate Members entitled to vote. Decisions of the Master Association shall be made by a simple majority of weighted votes entitled to be cast by all Delegate Members present or represented at a meeting at which a quorum of such weighted votes is present, unless a greater percentage is required by the Articles or these By-Laws.

¹ Added language to the By-laws is underlined, and deleted language is ~~struck through~~.

3. Section 3.04 Quorum:

Quorum: A quorum shall exist when ~~Declarant~~ Delegate Members entitled to cast a majority of all weighted votes are present, either in person or by proxy. ~~Weighted votes held by a Member Entity shall not be a factor in determining whether a quorum exists.~~

4. Section 4.02 Special Meetings:

Special Meetings: Special meetings of the membership shall be held whenever called by the President, or Vice President, or by ~~1/3rd percent~~ one-third (1/3) of all Delegate Members comprising the entire Board, and must be called by such officers upon receipt of a written request from Delegate Members entitled to cast not fewer than ~~1/3rd percent~~ one-third (1/3) of the total number of weighted votes.

5. Section 5.11 Quorum:

Quorum: A quorum at Director's meetings shall consist of the number of Directors representing Member Entities holding a combined number of weighted votes constituting a majority of all weighted votes held by all Member Entities the entire Board. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the act of the Board; except where approval of a greater number of Directors is required by these By-laws.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these Amendments to the Bylaws on this 1 day of May, 2001.

Barefoot Beach Master Association, Inc.,
a Florida not-for-profit corporation and homeowners
association

By: Leonard Scheck
Leonard Scheck, as its President

Attest:
[Signature]
Secretary

