

**BYLAWS
OF
HERON LANDING HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is HERON LANDING HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." The initial principal office of the Association shall be located at 10150 Highland Manor Drive, Suite 120, Tampa, Florida 33610, but meetings of Members and Directors may be held at such places within the State of Florida, County of Orange and Hillsborough , as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Declaration" means and refers to the Declaration of Covenants, Conditions and Restrictions for Heron Landing as recorded or to be recorded in the Public Records of Sarasota County, Florida, and as the same may be amended from time to time.

Initially, capitalized terms used and not otherwise defined herein have the meanings given such terms of the Declaration.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held during same month of each year thereafter, on the day and at the time determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors or upon written request of the Members who are entitled to vote ten percent (10%) of the total votes of the full membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fourteen (14) days before such meeting to each Member entitled to vote there at, addressed to the Member's address last appearing on the books of the Association. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Evidence of compliance with this notice requirement shall be made by affidavit executed by the person providing the notice and filed amongst the official records of the Association.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, thirty percent (30%) of the combined votes of both classes of

membership combined shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. Unless prohibited by the Declaration, Articles of Incorporation, these Bylaws, or Chapter 720, Florida Statutes, at all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, dated, signed, include the date, time and place of the meeting for which it was given and be filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of such Member's Lot.

ARTICLE IV BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number; Composition. Until Turnover of control by the Class B Members, such Turnover being pursuant to the requirements of Section 720.307, Florida Statutes, and Article III, Section 3.11 of the Declaration, the affairs of the Association shall be managed by a Board of three (3) directors appointed by the Declarant. Following Turnover, the Board shall be elected in accordance with the provisions set forth in Article V below, except that, for so long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots, the Declarant shall be entitled to appoint one member of the Board. At such time as Declarant no longer owns any Lots, the number of directors may be increased or decreased by amendment to these Bylaws provided there shall never be less than three (3) Directors. Directors elected after Turnover must be Members of the Association or authorized representatives, officers or employees of Members that are entities, except in the case of directors appointed by the Class B Member, pursuant to the discretion afforded herein for such appointments.

Section 2. Term of Office. Prior to Turnover, but subject to Subsection 720.307(2), Florida Statutes, the Declarant shall have complete discretion in appointing, removing, and replacing directors, whose term shall be determined by the Declarant in its discretion. Following Turnover, the term of each director's service shall be for one (1) year and thereafter until his successor is duly appointed and qualified at the next annual meeting, or until he is removed in the manner elsewhere provided. Following Turnover, pursuant to Article XII, Section 1 herein below, the Board of Directors may amend these Bylaws to permit staggered terms for directors; provided, however, that no such amendment shall serve to extend the then term of office of any existing director, but instead shall be effective as of and upon the election of the next Board of Directors.

Section 3. Removal. Prior to Turnover, the Declarant shall be entitled to remove directors with or without cause and appoint replacement directors. Following Turnover, any Director may be removed from the Board, with or without cause, by a majority vote of the Members, except that the Director selected by the Declarant pursuant to Article V, Section 2 herein below may be removed only by the Declarant in its sole discretion and, if so removed by the Declarant, such vacancy filled by the Declarant in its sole discretion. The Members may

recall and remove a Director by an agreement in writing or by written ballot without a membership meeting pursuant to the procedures set forth in Section 720.303(10)(b), Florida Statutes or any successor statute thereto, or by a vote taken at a meeting pursuant to Section 720.303(10)(c), Florida Statutes or any successor statute thereto. In the event of death, resignation or removal of a director, his successor shall be selected by the majority of the remaining directors or the sole remaining director, as the case may be, and shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of their duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V NOMINATION AND ELECTION OF BOARD OF DIRECTORS

Section 1. Nomination. Following termination of the Class B membership, nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the Association. Subject to Article IV, Section 2 of these Bylaws, the Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Not later than the first annual meeting after the Turnover, an election shall be held at which the Class A Members shall elect: (a) in the event Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots, all but one (1) of the directors, with the remaining director to be appointed by the Declarant; or, (b) in the event Declarant holds for sale in the ordinary course of business less than five percent (5%) of the Lots, all of the directors pursuant to the provisions of these Bylaws. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and time as may be determined by the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days' notice to each director.

Section 3. Notice. Notice of all meetings of the Board of Directors shall be posted in a conspicuous place on the Property at least forty-eight (48) hours in advance of a meeting, except in the event of an emergency. If special Assessments or amendments to the rules regarding parcel use are to be considered at any meeting of the Board of Directors, notice of the meeting must be given to the extent and in such manner as may be required by Section 720.303(2)(c)(2), Florida Statutes, or any successor statute thereto.

Section 4. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. In addition to any powers granted by Chapters 617 or 720, Florida Statutes, the Board of Directors shall specifically have the power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof and to charge reasonable admission and other fees for the use of any recreational facility situated upon the Common Area;

(b) subject to the limitations specified in the Declaration and by applicable law, suspend the voting rights and right to use of the Common Area of a Member delinquent in the payment of any Assessment levied by the Association for a period exceeding ninety (90) days. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs, specifically including those items required by Section 720.303(4), Florida Statutes;

(b) supervise all officers, agents and employees of this Association, and see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual Assessment against each Lot at least thirty (30) days in advance of each annual Assessment period;

(2) send written notice of each Assessment to every Owner subject thereto at least thirty (30) days in advance of each annual Assessment period; and

(3) if deemed appropriate by the Board of Directors, foreclose the Assessment Lien against any property for which Assessments are not paid in accordance with the terms of the Declaration or to bring an action at law against the owner personally obligated to pay same; and

(4) approve settlements of unpaid Assessments;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any Assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an Assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless such officer shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time, giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. Any two (2) or more offices may be held by the same person, except for the office of President.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of the Vice President by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures when requested by the Board of Directors. All checks of the Association shall be co-signed by any two officers or agents of the Association approved and designated for check signing by the Board of Directors (except that the Board may designate a contract manager to sign checks).

ARTICLE IX COMMITTEES

Section 1. New Construction Committee. So long as the Declarant owns any Lot, the Declarant shall have the right to appoint and remove all members of the New Construction Committee pursuant to the Declaration. The New Construction Committee shall not be a Committee of the Association, however, unless and until Declarant shall assign its rights and obligations with respect thereto in writing to the Association at Declarant's discretion; provided, however, that upon the sale of the last Lot owned by Declarant, if Declarant has not previously

assigned such rights and obligations to the Association, the New Construction Committee shall thereupon become a Committee of the Association whose members shall be appointed by the Board, and all rights and obligations of Declarant with respect to the New Construction Committee shall automatically pass to the Association. At such time as the Association acquires the rights and obligations of the New Construction Committee, the Association may, in its discretion, elect to merge the New Construction Committee into the Architectural Committee, in which event the Architectural Committee shall thereafter perform the functions of the New Construction Committee specified in the Declaration.

Section 2. Architectural Committee. Until Turnover of control by the Class B Members, Declarant shall have the right to appoint and remove all members of the Architectural Committee. Thereafter, the Board shall have the right to appoint and remove members of the Architectural Committee.

Section 3. Nominating Committee. So long as the Class B Membership exists, the Declarant shall have the right to appoint a Nominating Committee as provided in these Bylaws. Thereafter the Nominating Committee shall be appointed in accordance with the terms of Article V, Section 1 of these Bylaws.

Section 4. Other Committees. The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI CORPORATE SEAL

The Association may have a seal in circular form having within its circumference the words: HERON LANDING HOMEOWNERS' ASSOCIATION, INC.

ARTICLE XII AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of Board members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

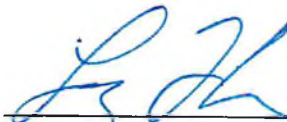
Neither Declarant nor the officers and directors of the Association shall be personally liable for any mistake or judgment or for any other acts or omissions of any nature whatsoever while acting in their official capacity, except for any acts or omissions found by a court to constitute gross negligence or actual fraud. The Owners shall indemnify and hold harmless each of the directors and officers and their respective heirs, executors, administrators, successors, and assigns against any personal liability for any such acts or omissions while acting in their official capacity, except for such acts or omissions found by a court to constitute gross negligence or actual fraud.

In the event of any dispute or disagreement between any Owners relating to the Property, or any questions or interpretation or application of the provisions of the Declaration or these Bylaws, the determination thereof by the Board of Directors shall be final and binding on each and all such Owners.

IN WITNESS WHEREOF, we, being all of the directors of the Heron Landing Homeowners' Association, Inc., have hereunto set our hands this 16 day of October, 2017.



Printed Name: Martha Schiffer
Title: Director



Printed Name: Larry Franks
Title: Director



Printed Name: Mark Roscoe
Title: Director

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the HERON LANDING HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 16 day of October, 2016. *7MR*

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 16 day of October, 2017.



Printed Name: Mark Roscoe

Title: Secretary