

Record and return to:
Gary D. Fields, Esq.
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Palm Beach Gardens, FL 33410


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MARSHA EWING
CLERK OF MARTIN COUNTY FLORIDA
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**CERTIFICATE OF AMENDMENT TO
DECLARATION OF PROTECTIVE COVENANTS OF HERITAGE OAKS
AND
BYLAWS OF THE HERITAGE OAKS HOME OWNERS, INC.
(COMPLETE RESTATEMENT OF DECLARATION AND BYLAWS)**

WHEREAS, the Declaration of Protective Covenants, Restrictions, Reservations, Servitudes, and Easements for Heritage Oaks was recorded in Official Records Book 424, Page 943, of the Public Records of Palm Beach County, Florida, and subsequently amended (hereinafter collectively referred to as the "Declaration") affecting certain real property legally described as:

THE PLAT OF HERITAGE OAKS ACCORDING TO THE PLAT THEREOF ON FILE IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT IN AND FOR MARTIN COUNTY, FLORIDA, IN PLAT BOOK 7, AT PAGE 10-17

and

WHEREAS, the Bylaws of The Heritage Oaks Home Owners, Inc., were attached to the recorded Declaration as an exhibit (hereinafter collectively referred to as the "Bylaws"); and

WHEREAS, the Declaration and Bylaws each provide for amendments as set forth herein.

NOW THEREFORE, the Declaration and Bylaws are hereby amended and restated in their entirety, in accordance with the attachments hereto. The attachments completely supercede the original Declaration and Bylaws and any amendments thereto prior to the date this Certificate is recorded.

It is hereby certified that the Amended and Restated Declaration was approved unanimously by the Board of Directors and by not less than sixty-seven percent (67%) of the lot owners, at duly called meetings of the Board and the lot owners, respectively, pursuant to Paragraph XVIII of the Declaration, and the Amended and Restated Bylaws were approved by not less than two-thirds of the members of the Association, at a duly called meeting of the membership, pursuant to Article XIV of the Association's Articles of Incorporation and pursuant to Article XII of the Bylaws.



IN WITNESS WHEREOF, the undersigned President and Secretary have executed this Certificate of Amendment this 24th day of July, 2007.

THE HERITAGE OAKS HOME OWNERS, INC.,
a Florida Not-for-Profit Corporation

Witnesses:
Leon Savage
(signature)
LEON SAVAGE
(printed name)

By: Clairie Beth
_____, President

Diane Mangold
(signature)
Diane Mangold
(printed name)

John C. Taylor
(signature)
JOHN C. TAYLOR
(printed name)

Attest: Janice Hartley
_____, Secretary

Debbie Eres
(signature)
Debbie Eres
(printed name)

Unofficial Copy

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24th day of July, 2007, by Clairie Beth as President, and Janice Hartley as Secretary, respectively, of THE HERITAGE OAKS HOME OWNERS, INC., who are personally known to me or have produced _____ as identification and who did take an oath.

Susan Michel
Notary Public
State of Florida
My Commission Expires:

(Notary Seal)



AMENDED AND RESTATED
HERITAGE OAKS HOMEOWNERS INC.
BYLAWS

ARTICLE I
Definitions

"Association" means the Heritage Oaks Homeowners Inc., a nonprofit corporation organized and existing under the laws of the State of Florida.

"Protective Covenants" means such documents as may from time to time contain the covenants, restrictions, liens, and charges established for the benefit of the Association, its Members, and the property and the residents of the community located thereon.

"Heritage Oaks Property" means any property subject to the Indenture or the covenants, liens or charges imposed thereby.

ARTICLE II
Location

The principal office of the Association shall be located at 18000 SE Heritage Drive, Tequesta, Florida 33469.

ARTICLE III
Membership

1. Eligibility. The Members of the Association are determined by Article V of its Articles of Incorporation. The rights of Members are subject to (a) the payment of all assessments, fees and charges imposed by the Protective Covenants, and (b) compliance with the terms of the Protective Covenants, and the rules and regulations of the Board of Directors and the conduct of Members, their families, their tenants, and the guests of any thereof. The voting and other membership rights of any Member may be suspended by action of the Directors pursuant to Florida Statutes, Chapter 720, during any period when such Member shall have failed to pay any Charges then due and payable; but, upon payment of such charges his or hers rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of Heritage Oaks Property, the maintenance of private property in Heritage Oaks, use of any Common Facilities, or the personal conduct of any person thereon, the voting or other membership rights of any Member may be suspended by action of the Board of Directors for a period not to exceed 30 days, if he, any member of his family, his tenants, or the guests of any thereof shall have violated such rules and regulations.

2. Rights and perquisites of membership. Each Member is entitled to the use and enjoyment of the Heritage Oaks Property and Community Facilities, subject to the rules and regulations established by the Board of Directors. Such rights may be delegated to and exercised by all family members who reside upon the Property, any tenants who reside there under a lease for a term of one year or more, and the guests of any thereof. Each Member shall notify the Secretary of the Association in writing of the name and relationship to the member of any person who shall be entitled to exercise such rights under this Section. The rights and privileges of such persons are subject to suspension by the Board in the same manner and for the same reasons as those of any Member under the proceeding Section.

ARTICLE IV
Meetings of Members

1. Annual meetings. The Annual Meeting of the Members shall be held at the office of the Association specified in Article II above at a time and date to be set by the Board of Directors no more than 12 months from the previous annual meeting.
2. Special meetings. Special meetings of the Members for any purpose may be called at any time by the President, or by a majority vote of a quorum of Directors, but in no case by a vote of less than three Directors. The Secretary shall call a special meeting upon written request of one-fourth (1/4) of the members who are entitled to vote.
3. Notices. Notice of each meeting of the members shall be given to the Members by, or at the direction of the Secretary. Notice may be given to the Members either personally, or by mailing a copy of the Notice, postage prepaid, to the address appearing on the books of the Corporation. (Each Member shall register his or her address and any change in address with the Secretary.) Notice of any meeting of the membership, shall be mailed no less than ten or more than 50 days in advance of the meeting and shall set forth the purposes of the meeting.
4. Quorum and Voting. At any membership meeting, the presence, whether in person or by proxy, of not less than 10% of the total membership entitled to vote shall constitute a quorum. Each proxy must be exercised by the individual voter and may not be assigned to another, save the Secretary of the Association for recording purposes. However, a vote of at least 50% plus one of eligible members, whether in person or by proxy, will be required to make any vote binding on all members of the Association, except regarding matters otherwise provided by law, by the Articles of Incorporation, by the Protective Covenants or these Bylaws. All proxies shall be in writing and be filed with the Secretary prior to or at the commencement of the meeting. Any proxy given by a person who shall not be a qualified member at the date of the meeting and any proxy given more than 11 months before the date of the meeting shall be void.

ARTICLE V
Board of Directors

1. Powers. The Association shall be governed by a Board of Directors in accordance with Article VII of the Articles of Incorporation of the Association. Without limiting the generality of the preceding sentence, or any power vested in it by law, the Board of Directors shall have the power (a) to appoint and remove at its pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation and require of them security or fidelity bonds as it may deem expedient. (Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, officer or director of the Association in any capacity whatsoever); (b) to establish, levy, assess and collect the Annual Charges and all other charges referred to in the Protective Covenants; (c) to adopt and publish rules and regulations governing the maintenance of property in Heritage Oaks, use of the Community Facilities, and the personal conduct of Members, their family, their tenants, and their guests with respect thereto; (d) to exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those expressly reserved to the Members; and (e) in the event any member of the Board of Directors of this Association shall be absent from three consecutive regular meetings of the Board of Directors, the Board may, by action taken at the meeting in which such third absence occurs, declare the office of said absent Director to be vacant.

2. Duties. All Directors and Officer shall have a fiduciary relationship to the members of the Association. It shall be the principal duty of the Board of Directors to take all measures necessary to protect the fiscal viability of Heritage Oaks and to encourage a level of maintenance by homeowners that protects the value of all properties in the community. It shall also be the duty of the Board of Directors (a) to cause to be kept a full, true and accurate record of its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members or at any special meeting when requested in writing by one-fourth (1/4) of the full membership; (b) to supervise all officers, agents and employees of this Association, and to see that their duties are properly performed; (c) in accordance with the Protective Covenants, (i) to fix the amount of the Annual Charge against each lot or living unit as soon as may be practicable after the beginning of each calendar year and in any event before April 1, (ii) to prepare a roster of the properties and Annual Charges applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Member; and (iii) to send written notice of each assessment to every owner subject thereto; (d) to issue or to cause an appropriate officer to issue, upon demand by any person a certificate stating whether any Annual Charge has been paid, which shall be conclusive evidence that any charge stated therein has or has not been paid.

3. Vacancies. Vacancies on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors. Any such appointed Director shall hold office only until the next annual meeting of the Association members, at which

time the members shall elect a successor Director to serve out whatever unexpired term remains of the originally vacated seat.

4. **Removal.** Any officer or director may be removed with or without cause, and for any reason, upon a petition in writing by a majority of the Members of the Association approved at a meeting of the Members called at least in part for this purpose, by a two-thirds (2/3) vote cast in person or by proxy of the members entitled to vote. The petition calling for the removal of such officer or director shall set forth a time and place for the meeting of Members, and notice shall be given to all Members of such special meeting of the Members at least ten (10) days prior to such meeting in the manner provided in these Bylaws for the giving of notices of special meetings. At any such meeting, the officer or director whose removal is sought by the membership shall be given the opportunity to be heard.

ARTICLE VI Directors' Meeting

1. **Organizational meeting.** The initial meeting of a new Board of Directors shall be held immediately following adjournment of the Annual Meeting of the Members.

2. **Regular meetings.** Regular meetings of the Board of Directors shall be held at the office of the Association specified in Article II above at such time, date and frequency as the Directors may designate.

3. **Notices: waiver.** No formal notice need be given to a Director for the organizational or any regular meeting of the Board. Notice of any special meeting shall be sufficient if delivered by telephone, mail or in person to each Director, at least three days before the meeting.

4. **Special meetings.** Special meetings of the Board of Directors shall be called by the President or Secretary upon the vote of a majority of a quorum of Directors assented to in writing by all members of the Board.

5. **Quorum.** At all meetings of the Board, a majority of the Board of Directors shall constitute a quorum, and, except as otherwise provided by law or by the Bylaws, the act of a majority of the Directors present shall be the act of the Board.

6. **Action Taken Without a Meeting.** In the event of an emergency (such as a sudden breakdown of a major facility or utility, or a natural disaster that demands immediate attention) the Directors shall have the right to take action without a formal meeting upon the written approval of as many Directors as can be reached within a twenty-four hour period. Any action so approved shall have the same effect as though taken at a regular meeting of the Directors. Minutes describing the action taken shall be prepared and published.

7. **Telephone meeting.** In the event of circumstances requiring a quick decision, a special meeting of the Board of Directors may be held by telephone conference at which each participating member can hear and be heard by all other participating members.

8. **Order of Business.** The order of business at Directors' meetings shall be as determined by the Board of Directors.

9. **Balloting.** Directors may not vote by proxy or by secret ballot at Board meetings except that secret ballots may be used in the election of officers.

ARTICLE VII
Election of Directors.

1. **Term.** The term of office of each director shall be three (3) years except in the instance of an individual appointed by the Board to fill a vacated seat on the Board (see Article V, paragraph 3 of the By-Laws). However, if the terms of four or more Directors are expiring simultaneously, the Board may ask one to three candidates for office to run for terms of only one or two years, the purpose being to reestablish staggered term expirations. But under no circumstances may Directors serve on the Board for more than two consecutive terms, including those elected to serve for less than the usual three-year term.

2. **Ballots.** The election of Directors shall be by written ballot as hereinafter provided. At each Annual Meeting or at any special meeting called for the purpose of electing Directors, the Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to cast under the Articles of Incorporation of the Association. The nominees receiving the largest number of Votes shall be elected.

3. **Nominations.** Nominations for election to the Board of Directors shall be made by any Association Member in good standing and may be made from the floor at the Annual Meeting.

4. **Nominees.** The number of nominees for election shall not be fewer than the number of vacancies to be filled. Such nominations may be made only from among Members. In the event that the number of nominations fail to equal the number of Board openings, the Board may, by powers given to it under Article VII of the Articles of Incorporation, opt to reduce the number of elected members or appoint a suitable addition when one becomes available as per Article V page 3 of these By-Laws. Nominations made in advance of the time fixed in Section 5 for the mailing of ballots to the Members shall be placed on a written ballot as provided in Section 5.

5. Procedure. All elections of the Board of Directors shall be made on written ballots which shall (a) describe the vacancies to be filled; (b) set forth the names of those nominated for such vacancies; and (c) contain a space for a write-in vote by the members for each vacancy. Such ballot shall be prepared and mailed, by the direction of the Secretary, to the Members at least 14 days in advance of the date of the Annual Meeting or any special meeting called for the purpose of electing Directors. Ballots shall also be available at the Annual Meeting.

6. Voting. Each Member shall be mailed a ballot on which he or she may cast the number of votes to which he or she is entitled. The completed ballot shall be returned in the manner hereinafter outlined. The ballot shall bear on its face the name and signature of the Member, the number of votes being cast and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes stated therein. The ballot shall be returned to the Secretary at such an address as may be clearly designated by the Secretary or at the Annual Meeting or any special meeting called for the purpose of electing Directors.

7. Processing. Upon the receipt of each ballot returned prior to the Annual Meeting or any special meeting called for the purpose of electing Directors, the Secretary shall immediately place it in a safe place. On the day set for the meeting at which the elections are to be held, all ballots held by the Secretary and collected at the Annual Meeting shall be turned over, unopened, to an Election Committee which shall consist of three members of the Association appointed by the Board of Directors, who are not Board Members, candidates or related to any Board Member or candidate. The Election Committee shall adopt a procedure which shall (a) establish that the Member is entitled to cast either personally or by proxy, the number of votes indicated on the ballot; and (b) that the signature of the Member on the ballot is genuine, and (c) if the vote is by proxy, that the proxy has been filed with the Secretary as provided in Article IV, Section 4, and that each proxy is valid. After the procedure has been completed relative to a ballot, the count of the vote shall be taken. All ballots and proxies as well as any continuing tally of the votes shall be kept by the Election Committee, when not being processed, in a safe place. The ballots shall be retained for 90 days after the meeting and then destroyed.

ARTICLE VIII

Officers

1. Officers. The officers of the Association shall be a President, Vice President, Secretary, and a Treasurer. All officers shall be members of the Board of Directors.

2. Election by Board of Directors. All officers shall be elected at the Organizational Meeting of the Board immediately following the Annual Meeting. Each

officer shall hold office until the next organizational meeting of the Board and until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal in accordance with the Bylaws. The officers shall be chosen by a majority vote of all the Directors.

3. President duties. The President shall be the chief executive officer of the Association and as such shall have general supervision of the affairs, property and personnel of the Association, subject to the policy directives of the Board of Directors. The President shall, if present, preside over all meetings of the Board of Directors, and shall generally do and perform all acts incident to the office of President. He may sign in the name and on behalf of the Association all notes, leases, mortgages, deeds and all other written instruments authorized by the Board, except where the Board shall delegate the execution thereof to some other officer or agent of the Association.

4. Vice President duties. The Vice President shall perform all of the duties of the President in the event of his or her absence or disability; and when so acting shall have all of the powers and be subject to all restrictions placed upon the President.

5. Secretary duties. The Secretary shall act as Secretary of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. He or she shall sign all certificates of membership, keep the records of the Association, record the names and addresses of all Members of the Association, see that all notices are duly given as required by the Bylaws or applicable law, and be the custodian of the corporate seal.

6. Treasurer duties. The Treasurer shall receive and deposit in bank accounts approved by the Board all monies of the Association and shall disburse such funds as directed by a resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for the disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. (See Article XV, Paragraph 2 regarding signatures required for the disbursement of any Association funds).

7. Books and accounting. The Treasurer shall keep proper books of account and cause an annual audit of the Association's books to be made by a certified public accountant at the completion of each fiscal year. He shall present an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its Annual Meeting.

ARTICLE IX
Committees

1. Standing committees. Standing committees of the Association shall be the Maintenance Committee, Architectural Review Committee, Security Committee, Finance Committee, Social Committee, and Recreation Committee. Unless otherwise provided herein, each standing committee shall consist of a Chairperson who shall be a Director and two or more members as determined by the Board. Each committee shall be appointed by the Board of Directors. The Board of Directors may appoint such other committees, as it deems desirable.

A. Maintenance Committee: The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of any Heritage Oaks property and community facilities of the Association, and shall perform such other functions as the Board in its discretion determines.

B. Architectural Review Committee: As defined in Paragraph IV of the Protective Covenants, this committee shall have the power of supervision over the architectural and landscaping standards to which all new construction, alterations, external remodeling, and improvement plans must adhere. Additionally, the Architectural Review Committee shall adopt procedures that seek to secure homeowner compliance with the property maintenance standards set forth in the Articles of Incorporation, in the Protective Covenants, and in the published rules and guidelines of the Board of Directors. The committee shall bring before the Board all unresolved non-compliance issues.

C. Security Committee: This committee shall implement the policies of the Board of Directors relative to the community's security needs, with particular emphasis on operational procedures at the entryway gatehouse. It shall also perform such other functions as the Board, from time to time, may assign to it.

D. Finance Committee: This committee shall prepare for the Board's approval the annual budget and financial report to be presented to the Members at the Annual Meeting. It shall transmit to the Board its evaluation of cost impact of all proposed capital expenditures, and it shall supervise the annual audit of the Association's books. The Treasurer shall serve as the Chairperson of the committee.

E. Social Committee: This committee shall have the responsibility to develop and implement programs and activities that further the social interaction of Heritage Oaks residents.

2. Recreation committee. The Recreation Committee shall advise the Board of Directors on all matters pertaining to the recreational programs of the Association including the use of the tennis courts and shall perform such other functions as the Board, in its discretion, determines.

3. Subcommittees: Each committee shall have the power to appoint a subcommittee from among its membership and may delegate to any subcommittee any of its powers, duties and functions.

4. General duties. It shall be the duty of each committee to receive complaints from the Members on any matter involving Association functions, duties and activities within the field of its responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE X
Official Records

The official records of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member.

ARTICLE XI
Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: Heritage Oaks Homeowners Association, Inc., a Florida nonprofit corporation incorporated 1976.

ARTICLE XII
Amendments

1. Amendment procedure. These Bylaws may be amended, upon approval by a majority of all Board members, at a regular or special meeting of the Members by a vote of 50% plus one of all the Members eligible to vote. Such vote may be cast in absentia through a limited proxy. Provisions that are covered by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact covered by the Protective Covenants may not be amended except as provided therein.

2. Resolution of conflicts. 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 Protective Covenants and these Bylaws, the Protective Covenants shall control.

ARTICLE XIII
Procedure

Robert's Rules of Order (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the Articles of Incorporation and Bylaws of the Association or with the Statutes of the State of Florida.

ARTICLE XV
Fiscal Management

1. **Fiscal Year.** The fiscal year of the Association shall be the calendar year; provided, however, that the Board of Directors is authorized to change to a different fiscal year at such time as the Board deems it advisable.
2. **Depositories.** The funds of the Association shall be deposited in such accounts in Martin or Palm Beach County, Florida, as may be selected by the Board of Directors, including checking and Savings accounts in one (1) or more banks and/or savings and loan associations, Certificates of Deposit, U.S. Treasury Bills and money market accounts with an investment firm or firms, all in accordance with the resolutions approved by the Board of Directors. Association funds shall be withdrawn only over the signature of two (2) officers of the Board of Directors, one of whom must be the Treasurer unless that Director will not be available for check signing for a period longer than twenty-four hours. The funds shall be used only for corporate purposes.
3. **Annual Statement.** The Board of Directors shall present annually to the Members a full and clear statement of the business and condition of the Association, as prepared by an independent accountant.
4. **Insurance.** The Association shall procure, maintain and keep in full force and effect, such insurance as may be required by the Declaration to protect the interests of the Association and the Members.
5. **Expenses.** The receipts and expenditures of the Association may be credited and charged to accounts as the Board of Directors may determine, in accordance with good accounting practices.
6. **Budget.** The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the Common Expenses, and to provide and maintain reserve funds for the accounts established by the Board of Directors, in accordance with good accounting practices. The Board of Directors shall be authorized to levy a special assessment as provided in the Declaration of Protective Covenants.

ARTICLE XVI
Validity

If any Bylaw, rule or regulation shall be adjudged invalid, such fact shall not effect the validity of any other Bylaw, rule or regulation.

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