

**AMENDED & REISSUED BYLAWS OF  
FEDERATION OF KINGS POINT ASSOCIATIONS, INC.  
(a not-for-profit Florida corporation)**

**ARTICLE I  
DEFINITIONS**

Section 1. The terms "Federation of Kings Point Association, Inc." and "the Federation" are synonymous and refer to Federation of Kings Point Associations, Inc., a not-for-profit Florida corporation.

Section 2. The term "Kings Point" means the community of Kings Point in Sun City Center West, Florida.

Section 3. The terms "Association," "Federation Member," "Member" and "Member Association" mean a Condominium Association or a Homeowner Association within Kings Point which has been duly approved by its Owners as a member of the Federation and has fully executed and recorded an amendment to the Member Association's Governing Documents consistent with Exhibit B attached hereto.

Section 4. The term "Owner" means the record title holder of a Unit or a Lot (including the authorized representative of a corporation, trust or personal representative of an estate that holds title to a Unit or a Lot) within Kings Point, which Unit or Lot is subject to the jurisdiction of a Condominium Association or Homeowner Association that has become a Federation Member.

Section 5. The term "Election Districts" means the voting districts established by the Federation Membership in Article 5, Section 1 D of these Bylaws, and used for the purpose of holding elections of Directors to the Federation Board.

Section 6. The term "Election Committee" means the Standing Election Committee under Article V, Section 1 of these Bylaws.

Section 7. The term "Annual Meeting" means that Federation Membership Meeting, which shall take place in March of each calendar year as set by the Federation Board in accordance with Article IV, Section 1 of these Bylaws.

Section 8. The term "Voting Interest" means the legal interest in the Federation that is appurtenant to a Unit or a Lot within Kings Point, which Unit or Lot is also subject to a Declaration of Condominium or Declaration of Covenants, Conditions and Restrictions of a Federation Member.

Section 9. The term "Unit" means a part of a Federation Member's Condominium that is subject to exclusive ownership. A Unit may be in improvements, land, or land and improvements together, as specified in a Federation Member's Declaration of Condominium, as originally recorded in Hillsborough County public records.

Section 10. The term "Lot" means a platted or unplatted parcel of real property within Kings Point where the parcel owner is obligated to be a Member of a Homeowners Association that is a Federation Member Association.

Section 11. The term "Representative Capacity" means and refers to a duly designated person acting on behalf of a Federation Member.

Section 12. The term "Developer" means Minto Developments, Inc., including its subsidiary companies, successors and assigns.

Section 13. The term "Recreational Facilities" means the real property described in that certain trust deed dated the 30th of April, 2007 and recorded at Official Records Book 17724, Page 743-754, public records of Hillsborough County, Florida, and any improvements thereon, or any personal property that may be associated either directly or indirectly with the administration of said real property. It shall also include the Security and Transportation services controlled by the Federation.

Section 14. The term "Member Representative" means a person who is an Owner and is duly elected or appointed to act in a Representative Capacity for a Member Association.

Section 15. The terms "Recall Petition" and "Recall Agreement" mean a written petition with Owner signatures intended to remove a Federation Director from office in accordance with Article VI, Section 4 of these Bylaws.

Section 16. The terms Board and Board of Directors mean and refer to the Federation of Kings Point Associations, Inc. Board of Directors, unless otherwise indicated.

Section 17. The term "Organizational Meeting" means and refers to the first meeting of the Board of Directors of Federation of Kings Point Associations, Inc. following the Annual Meeting where the Directors elect Officers.

Section 18. The term "Officers" means and refers to those Directors who serve as the President, Vice President, Secretary and Treasurer of the Federation of Kings Point Associations, Inc., unless otherwise indicated.

Section 19. The term "Governing Documents" means and refers to the Articles of Incorporation and Bylaws of the Federation and Member Associations, as well as the Declaration of Condominium or the Declaration of Covenants, Conditions and Restrictions, as the case may be, of a Federation Member Association.

## **ARTICLE II MEMBERSHIP**

Section 1. Members are the Associations that have applied and have been approved for Federation Membership pursuant to Article II, Section 3 of the Bylaws. Members shall be corporate entities that shall vote in their Representative Capacity, except the following shall be voted upon by the Owners: (i) the acquisition of real property; (ii) the election of Federation members; and (iii) any proposed amendment to these Bylaws or the Articles of Incorporation that eliminates the direct election of Federation Board members by the Owners. In the case of such exceptions, Owners shall vote directly.

Section 2. When voting in its Representative Capacity a Member Association shall have the number of votes equal to the number of Voting Interests in that Member's Association. Unless a Member chooses to abstain from voting, the Member shall cast its votes en masse, meaning the Member shall not split its votes.

Section 3. Each Association in Kings Point may become a member of the Federation by passing an amendment to Declaration of Condominium or Declaration of Covenants, Conditions and Restrictions, as the case may be, consistent with Exhibit "A" to these Bylaws, paying applicable Federation admission fees and costs, and by executing a Membership Application consistent with Exhibit "B" to these Bylaws, which application for Federation Membership shall be approved by the Federation's Board of Directors and the Federation's Membership. Any such amendment to a newly approved Member's Declaration of Condominium or Declaration of Covenants, Conditions and Restrictions, as the case may be, shall be recorded within thirty (30) days of the Federation's Membership's approval of same.

Section 4. The President or, in the absence of the President, the Vice President of a Federation Member shall exercise the vote for the Federation Member when a vote is taken in a Representative Capacity and otherwise represent its interests at meetings or in the conduct of the affairs of the Federation. Each Member Association shall submit to the Federation Secretary a list of its Directors and Officers, designating the persons who, in the absence of both the President and Vice President, may vote in a Representative Capacity for the Federation Member and the sequence in which they are authorized to represent the Federation Member. The Federation Member shall revise the list as needed, and the Federation shall rely on the latest list filed with the Federation's Secretary.

Section 5. To prevent diluting existing Member's equity in the assets of the Federation, the current Federation Members shall determine in what amount, if any, each new Member shall pay to the Federation upon approval of its application for Membership.

Section 6. Attached to these Bylaws as Exhibit "A" is a form of amendment to a prospective Member's Declaration of Condominium or Declaration of Covenants, Conditions and Restrictions, as the case may be, which must be approved as required by law and provided to the Federation in conjunction with the Membership Application, attached as Exhibit "B".

Section 7. When an Association becomes a Federation Member, it will be assigned to an established Voting District by the Standing Election Committee as set forth in Article V of these Bylaws.

### **ARTICLE III BOARD OF DIRECTORS**

Section 1. The Federation Members, by a majority vote in their Representative Capacity, shall have the authority to increase or decrease the number of Directors from time to time, provided there are never less than nine (9) Directors, nor an even number of Directors. No vote to decrease the number of Directors shall divest a Director of his or her office prior to the expiration of his or her term.

Section 2. Each Director shall be entitled to cast one (1) vote on any matter upon which the Board of Directors votes. Directors may not vote by proxy.

### **ARTICLE IV REGULAR AND SPECIAL MEETINGS OF FEDERATION MEMBERS**

Section 1. Regular meetings of the Federation Members, including the Annual Meeting, shall be scheduled by the Board of Directors and approved by the Federation Members prior to being noticed to all Owners. When regular Federation Membership meetings are scheduled, and conspicuous notice posted at the Federation's principal place of business in Sun City Center, Florida, no further notice shall be required unless the time, date or location is changed. When a change to the date, time or location of a regular Federation Membership Meeting is made the new schedule shall be posted as provided. Schedule changes for regular Federation Membership meetings shall be made only after approval by the Federation Board of Directors and the Federation Members.

Section 2. Special meetings of the Federation Members, for any purpose, may be called at any time by the President, a Vice President, the Secretary or the Treasurer, or by any five (5) Directors, or upon written request of not less than ten percent (10%) of the Federation Members. Business transacted at all special Federation Membership meetings shall be confined to the matters stated in the notice.

Section 3. Notice of special Federation Membership meetings shall be given to the Federation Members by sending a copy of the notice through the mail, postage thereon fully prepaid, to the Federation Member's address appearing on the records of the Federation or by hand delivery to the Federation Member's mailbox at Kings Point. The Board of Directors of each Federation Member shall register or confirm its mailing address for purposes of receiving all notices from the Federation with the Federation Secretary on or before January 31 of each calendar year. The Federation Member shall revise its address of record with the Federation as needed, and the Federation shall rely upon the latest list filed with the Federation's Secretary. Notice of all meetings shall be placed in the mail to the Federation Member's address of record or delivered by hand to the Federation Member's mailbox at Kings Point at least ten (10) days in advance of the Federation Membership meetings and shall set forth the general nature of the business to be transacted.

Section 4. The quorum for any meeting of the Federation Membership shall be a simple majority of the total voting interests in the Federation Members. In order to be deemed present at a Federation Membership meeting, a duly authorize person acting in a Representative Capacity for the Federation Member must be present at the Federation Membership meeting, either in person or by proxy.

Section 5. At a meeting at which the Federation Members may be voting on a matter in their Representative Capacity, and at which a quorum is present, unless otherwise provided for in these Bylaws or in the Articles of Incorporation, a majority vote of the Federation Member's voting interests present at the meeting shall constitute an action of the Federation Membership.

Section 6. If any meeting of the Federation Members cannot be organized because a quorum is not present, the meeting may be adjourned, continued, and rescheduled from time to time until a quorum is established. The date and time of the rescheduled meeting shall be provided as set forth in Article IV, Section 3 of these Bylaws.

Section 7. Owners may attend Federation Member meetings and be allotted time to speak; however, the Members of the Federation shall have the exclusive right and power to adopt reasonable rules governing the frequency, duration and manner of meeting procedures, including, but not limited to Owner statements.

Section 8. Regular Membership Meetings of the Federation shall be called as set forth in Article IV, Section 1 of these Bylaws from, September through May each calendar year, and as necessary in June, July, or August of each calendar year.

## **ARTICLE V ELECTION OF DIRECTORS**

Section 1. Election of Directors shall be conducted by the Standing Election Committee (hereinafter the "SEC") in accordance with Florida Statutes governing this corporation, these Bylaws and Operating Procedure OP-5, all as amended from time to time. There shall be three (3) members of the SEC. The three (3) members of the SEC shall be Directors with terms not expiring at the next annual Membership meeting. Each member of the SEC shall be nominated by the President and appointed to the SEC based upon the approval of a majority vote of the Federation Board of Directors.

A. In order to be nominated for the office of Director of the Federation, and in order to be eligible to serve as a Director of the Federation, a person shall, at the time of nomination and election, be an Owner of a Condominium Unit or a Lot that is subject to the jurisdiction of a Member Association and located within the District for which the candidate is applying or serving. In accordance with Article I, Section 4 hereof, the term "Owner" shall mean and include the record title holder of a Unit or a Lot, including the authorized representative of a corporation, trust or personal representative of an estate that holds title to a Unit or a Lot within Kings Point, which Unit or Lot is subject to the jurisdiction of a Condominium Association or

Homeowners' Association that has become a Federation Member. A Director shall remain an Owner of a Condominium Unit or a Lot that is subject to the jurisdiction of a Member Association and is within the District that the Director represents on the Federation Board for the duration of his or her term of office. In the event that a Director ceases to be an Owner of a Condominium Unit or a Lot that is subject to the jurisdiction of a Member Association and is within the District that the Director represents on the Federation Board, the Director shall be deemed to have resigned from office at the same time the Director ceased being an Owner of a Condominium Unit or a Lot that is subject to the jurisdiction of a Member Association within the District that the Director represents on the Federation Board. This provision is intended to prohibit any person from representing a District on the Federation Board where he or she does not own a Condominium Unit or a Lot that is subject to the jurisdiction of a Member Association and that is not within the District that the Director position represents on the Federation Board. The requirements set forth herein concerning Directors' eligibility shall only be based upon property ownership, not actual residency status. In addition to the requirements set forth above, in order to be nominated for the office of Director of the Federation, and in order to be eligible to serve as a Director of the Federation, a person shall not be more than ninety (90) days delinquent in the payment of any monetary obligation to any Member Association. Furthermore, in no event shall any candidate for the office of Director of the Federation or Director be eligible to serve in office if they have been convicted of a felony of any kind, unless they have had their civil rights duly restored. At the time of application to become a Director, and from time to time as required by the Federation Board, every candidate and Director shall be required to affirm, in writing and under oath that he or she is in compliance with the requirements of this paragraph. Furthermore, an Owner shall not be a candidate for the Board or serve on the Board for more than one District simultaneously.

B. Not less than sixty (60) days prior to the end of the fiscal year of the Federation, the SEC shall notify all Owners of vacancies on the Federation's Board of Directors within their respective District and invite Owners to nominate themselves in writing for the Board vacancies. Nominations and a certificate stating the candidate's willingness to serve, shall be submitted by the candidate and received by the SEC no later than forty (40) days prior to the end of the then current fiscal year of the Federation. In the event there are no nominations for a District, then, in lieu of an election, after the annual meeting, the Federation Board shall appoint an eligible person from within that District to fill the open position on the Board. All nominees who meet the qualifications for nomination as set forth in Sections 1A and 5A of these Bylaws shall be placed on the ballot.

C. The election of the Federation Directors shall be by ballot, and by a plurality of the votes cast by Owners in each Election District. Ballots shall be mailed to all Owners and returned by mail or hand delivery to the Federation no later than two (2) calendar days prior to the beginning of the actual counting of the ballots. Voting, including the distribution, collection, tallying and preservation of ballots and election materials, shall be conducted in accordance with these Bylaws and Operating Procedure (OP-5), as amended from time to time. In the event that a Unit or Lot is owned by husband and wife, by more than one natural person, or by a trust, estate, corporation or legal entity, the person who shall vote the Unit's or the Lot's interest shall be determined by the Governing Documents of the respective Federation Member Association.

D. The Federation Membership shall have the authority to increase or decrease the number of election districts from time to time provided there are never less than nine (9) Districts, nor an even number of Districts. Any changes in the number of Election Districts shall be approved by the Federation Members on or before December 31 of the calendar year immediately prior to the change being implemented. Proposals for an increase or decrease in the number of Districts shall be presented in the manner provided for the Amendment of the Bylaws under Article XIV herein.

E. The results of any voting for Federation Directors shall be made at the Federation's Annual Meeting. The Organizational Meeting of the newly elected Board shall take place immediately following the Annual Meeting, which shall be held on the last Friday in March of each calendar year, unless it is a legal

holiday, in which case the Annual Meeting shall take place on the preceding day. In all cases, the Organizational Meeting shall take place on the same date and at the same location as the Federation's Annual Meeting to ensure that Federation Officers' positions are determined immediately after the announcement of election results at the Federation's Annual Meeting.

Section 2. Assignment and Reassignment to Election Districts:

A. The SEC has the exclusive authority to assign and reassign Members to Election Districts.

B. The SEC shall assign Members to Election Districts so that each Owner's vote shall be proportionately equal, as nearly as practical, to every other Owner's vote in the Federation.

C. The SEC shall have a fiduciary duty to all Federation Members and Owners in Federation Member Associations in Kings Point to preserve proportionately equal voting as much as practicable.

D. Once assigned to an Election District (whether that assignment has taken place before or after the effective date of these Bylaws) a Member cannot be reassigned to a different Election District unless such reassignment is necessary to achieve equal proportionality when a Member joins or withdraws from the Federation, or if the number of Election Districts is increased or decreased. Reassignment shall be made by transferring the least number of Units between Election Districts to achieve equal proportionality, as nearly as practical.

Section 3. SEC Procedures: The SEC shall administer and supervise the election of the Federation Board of Directors. The initial SEC procedures shall be set forth in OP-5, as amended from time to time. Thereafter, the OP-5 may be modified by a majority vote of the Federation Board of Directors, but in no event may the OP-5 be modified by the Federation Board of Directors if the modification would expressly or by implication conflict with any terms or condition of these Bylaws or the Articles of Incorporation of the Federation.

Section 4. Recall: Directors may be recalled, with or without cause. In addition to any recall procedures that may be provided by law, and to establish a procedure for recall that may not be contemplated by law when Directors are chosen by Election Districts, the following procedures for recall of a Director may be employed, in addition to others provided for by law: Ten Percent (10%) of the Voting Interests in an Election District may petition the Board in writing for a special meeting of the Owners of the Election District to recall the Director from that particular Election District. The Petition for Recall shall be served on the President of the Federation, either personally or by certified mail return receipt requested. Upon receipt of such a Petition for Recall, the President of the Federation shall be required to call a special meeting of the Owners of that Election District within thirty (30) days after receipt of the Petition. At the recall meeting, a quorum shall consist of a majority of the total Voting Interests in the Election District from which the Petition for Recall was received. Upon a majority vote of the Voting Interests, the Federation Director shall be recalled and he or she shall surrender to the Federation Board of Directors all books, records, and property of the Federation within his or her possession or control.

Section 5. Term of Office:

A. The term of office for a Director position shall be two (2) years commencing at the Annual Meeting. In no event shall a Director serve more than four (4) consecutive years in any position or combination of positions on the Federation Board. If a Director consecutively serves two (2) full or partial terms in any position or combination of positions, he or she shall be required to take a one (1) term (two [2] year) hiatus prior to being eligible to serve on the Federation Board again. For purposes of this Section, service for one (1) day of any term shall constitute "partial service" of a Director's term of office.

B. To ensure continuity in the administration of the Federation's business, staggered two (2) year terms shall be implemented for all Directors' positions, so that there will always be at least four (4) holdover Directors each election year, and that each election District shall be represented by one (1) Director.

C. In the event a vacancy on the Federation Board occurs due to the resignation, death, ineligibility or recall of a Director or multiple Directors, the remaining Directors, even if less than five (5) Directors, shall appoint a successor Director who owns a Unit or a Lot in the Election District in which the vacancy occurs. Any replacement Director shall meet the eligibility criteria to serve for a term of office until the next annual meeting at which Directors are elected, as described in Article V, Sections 1A and 5A of these Bylaws. Appointment of an eligible successor Director shall be completed by the remaining Director(s) at the next regularly scheduled Federation Board of Directors Meeting following the development of the vacancy or vacancies. Where a special election (as opposed to appointment by the Board of Directors) is required to fill the remainder of the term of a vacancy on the Board of Directors, the elected director filling the vacant position shall only serve the balance of the term to ensure that the two (2) year staggered term structure is preserved.

## **ARTICLE VI MEETINGS OF DIRECTORS**

Section 1. The first meeting of each duly elected Board of Directors (the "Organizational Meeting") shall be convened immediately following the Annual Meeting for that calendar year for the purpose of electing a Chairman of the Board of Directors, who shall also be the President, and to elect a Vice President, Secretary and Treasurer of the organization, all of whom shall currently be Directors. The Organizational Meeting of the Federation Board of Directors shall be held as described in Article V, Section 1 E of these Bylaws. Any action taken at such meeting shall be by a majority of the entire Federation Board. If a majority of the Board of Directors is not present at that time, or if the Directors shall fail to elect a Chairman, the meeting shall be recessed until a quorum is present and the Chairman is elected.

Section 2. The Federation Board shall, by resolution duly adopted, establish twelve (12) regular monthly meetings, which shall be held without further notice until subsequent resolution altering same. All meetings shall be held within Kings Point, except in the case of an emergency. For purposes of Article VI of these Bylaws, an emergency shall include a situation where there is imminent harm to persons or property, or a time when a state of emergency or disaster area has been declared by the United State of America or the State of Florida for an area that includes Kings Point.

Section 3. Special meetings of the Federation Board of Directors may be called at any time by the President or by any five (5) or more Directors and said meetings shall be held within the community of Kings Point, except in the case of an emergency. When five (5) or more Directors call a meeting, they shall do so in writing. The writing shall be delivered to the Federation Secretary, which shall then notice a Federation Board meeting with an agenda to take place no later than ten (10) calendar days following the day of the Federation's receipt of the Directors' written call for a meeting. Except in the case of an emergency, Directors shall receive not less than three (3) business days notice stating the agenda.

Section 4. Any meeting of the Federation Board of Directors at which a majority of the Directors is present, either in person or by speaker telephone or other similar mode of electronic communication that allows all Directors to hear (and see, if applicable) each other during the Board meeting, shall be deemed a quorum. If a meeting of Directors cannot be organized because a quorum is not present, the Board meeting may be adjourned and continued to a later date from time to time until a quorum is present. Notwithstanding anything herein to the contrary, the presiding Officer of all Board of Director meetings is required to be present in person.

Section 5. Owners in Kings Point may attend Board meetings and be allotted time to speak; however, the Federation Board of Directors shall have the exclusive right and power to conduct the business and adopt reasonable rules governing the frequency, duration and manner of Owner statements.

## **ARTICLE VII DUTIES OF THE DIRECTORS**

Section 1. Generally, the duties of the Federation Directors shall be as follows:

A. The Board of Directors of the Federation shall be responsible for the implementation of the purposes of the Federation, as provided in its Articles of Incorporation and these Bylaws, and to carry out the corporate policies and agenda, as determined by the Federation Membership.

B. Present an annual Federation budget and any amendments thereto for the Federation Members' approval.

C. Determine the deadline for when assessments due to the Federation must be paid, and collect assessments approved by the Federation Members from time to time.

Section 2. Approval by a majority of the Directors present at a meeting where a quorum is established constitutes an action of the Federation Board of Directors unless otherwise provided in these Bylaws or the Federation's Articles of Incorporation.

Section 3. Any Director may resign at any time by written notice delivered to the Federation office in Kings Point, the Federation's Secretary or the Federation's Registered Agent identified annually with the Florida Secretary of State. Unless otherwise specified, such resignation shall take effect upon receipt by the Secretary.

Section 4. The Board of Directors of the Federation shall contract with one or more community association management companies for the management of the affairs of the Federation and its Members. All community management contracts shall be with a management company or management companies that are duly licensed by the State of Florida, if applicable. All managers providing community management services for the Federation and any Federation Members shall be duly licensed by the State of Florida, if applicable. Any management company retained by the Federation shall be the agent of the Federation and its designated Members. A management company retained by the Federation to provide services to the Federation or any Federation Member(s) shall be under the direction of the Federation Board of Directors, and shall be responsible for the needs and services of the Federation and individual associations and its Owners. Community association managers and community association management companies providing services for the Federation and any of its Member Associations shall conform to all laws, including statutes, administrative codes, ordinances and regulations governing condominium associations and homeowner associations in the State of Florida, among other things. All community management services and contracts shall be subject to competitive bidding at least once every six (6) years. Notwithstanding the requirement that community management services and contracts be submitted to competitive bidding at least once every six (6) years, the Federation Board may subject such services and contracts to more frequent competitive bidding at any time. Furthermore, the Federation Board of Directors may engage in the renegotiation of pending community management contracts from time to time; provided, however, any amendment to an existing community management contract and any new community management contract shall be subject to approval by the Federation Members as set forth below. The Federation Board may retain the services of a third party, such as a lawyer or a certified public accountant, to facilitate the bidding process of such contracts. When competitive bidding occurs, bids shall be solicited from at least five (5) qualified community management companies, and the Federation shall make reasonable efforts to obtain at least three (3) bids for consideration. All contracts to which the Federation shall be a party under this Section 4 shall be approved by a majority vote of the Federation Board of Directors and a majority vote of the Federation



Members in their Representative Capacity. This Section 4 shall not apply to contracts for the management of the Recreational Facilities, and nothing in this Section 4 shall be construed to be in conflict with the Recreational Facilities Land Trust Agreement. In the event of a conflict in the terms of the Land Trust Agreement and this Section 4, the Land Trust Agreement shall control.

Section 5. The Federation Board of Directors, whether more or less than a majority, Individual Directors, Committee Members, whether more or less than a majority, or any other person or persons acting as a representative of the Federation, shall not make commitments to any party or person which may have the authority to assess or levy charges on the Owners, Member Associations or the Federation without prior approval of the Federation Members.

Section 6. All community management contracts shall be for a period of not more than three (3) years, unless otherwise permitted by applicable law, as amended from time to time. Employees of the community management companies serving the Federation or any Federation Member Association shall not be an Officer or Director of the Federation or an officer or director of a Federation Member Association at any time.

Section 7. Minutes shall be kept of all Board and Membership meetings. Duly approved Board and Membership meeting minutes shall be made available to any Owner for inspection and copying upon the Federation's receipt of a written request for access to same. The Federation Board of Directors may adopt reasonable written rules governing the frequency, time, location, notice, minutes to be inspected, and the manner of inspections. The Federation, through its Board of Directors, may impose fees to cover the costs of providing copies of minutes or other records to Owners, including, without limitation, the costs of copying. The Federation may charge up to twenty five cents (\$.25) per page for copies made on the Federation's photocopier. The Federation may also charge reasonable costs involving personnel fees and charges at an hourly rate for vendor or employee time to cover administrative costs to the Federation related to such records inspections by Owners.

Section 8. The Federation Board of Directors shall oversee, control, review and submit for approval to the Membership all Federation bulk contracts pertaining to the maintenance and services required for all or some Member Associations and Owners. While Chapter 718, Florida Statutes and Chapter 720, Florida Statutes are not applicable to the Federation, to the extent that the Federation negotiates, facilitates and terminates any contract that is subject to the aforementioned Florida statutes, the Federation shall comply with same, as said statutes are amended from time to time, when engaging in the negotiation, facilitation, operation or termination of any such contract.

## **ARTICLE VIII DUTIES OF OFFICERS**

Section 1. The Officers of the Federation shall consist of a President, Vice President, Secretary and Treasurer, and other such officers, assistant officers and personnel as may be deemed necessary or appropriate by the Board from time-to-time.

Section 2. The Federation President shall be the Chief Executive Officer of the Federation. The President shall preside at all meetings of the Federation. In the event the President is not present in person to preside at a Board or Membership meeting, order of succession within this Article VIII shall prevail, but not otherwise limit the President from conducting the business for which he or she was elected to perform if present in person. The President shall have the general powers and duties of supervision and management of the Federation which usually pertain to his or her office, and shall perform all such duties as are properly required of the President by the Board of Directors.

Section 3. The Federation Vice President shall have such powers and perform such duties as usually

pertain to such office or as are properly required by the Board of Directors. In the event the President is not present in person, the Vice President shall preside at all meetings. If the President is not able to perform the duties and exercise the powers of his or her office, the Vice President shall then perform and exercise the powers of President, until the President is able to do so.

Section 4. The Federation Secretary shall issue notices of all Federation Board and Membership meetings, where notices of such meetings are required by law or in these Bylaws. The Secretary shall keep minutes of said meetings and shall record the results of all votes cast by voice or hand and by tallied counts when done by roll call and shall determine and include in these minutes the total voting interest of the Federation at the time such vote was taken. The Secretary shall record the results of elections of Directors together with the date the elected Director's term expires. The Federation Secretary shall publish and update a Book of Resolutions and Federation Policy and amendments to these Bylaws or the Federation Articles of Incorporation and shall perform such other duties normally expected of the office. In the event the President and Vice President are not present in person, the Secretary shall preside at all Board and Membership meetings. During such time as the Secretary presides, the Board of Directors shall appoint an individual to perform the duties of the Secretary, as the Secretary would normally carry out.

Section 5. The Treasurer shall have or arrange for the care and custody of all the assets of the Federation. The Treasurer shall enter or arrange to enter on the books of the Federation full and accurate accounts of all monies received and paid on accounts of the Federation. The Treasurer or the Treasurer's designee from among Federation Directors shall sign and have co-signed by one (1) additional Federation Officer or other Director approved by the Board, such instruments as require the Treasurer's signature and shall perform all such duties as usually pertain to the office or as are properly required by the Board of Directors. For purposes of this Section 5, the term sign shall include an electronic signature or similar authorized action necessary to facilitate electronic banking for the Federation. In the event the President, Vice President and Secretary are not present in person, the Treasurer shall preside at all Board and Membership meetings. During such time as the Treasurer presides, the Board of Directors shall appoint an individual to perform the duties of the Treasurer, as the Treasurer would normally carry out.

Section 6. In the event the President, Vice President, Secretary and Treasurer are not present in person at a Board or Membership meeting, the Board of Directors who are present in person shall select another Federation Board member to preside over the Board or Membership meeting, as the case may be.

## **ARTICLE IX INDEMNIFICATION**

Section 1. The Federation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Federation by reason of the fact that the person is or was an Officer Director, employee, committee member, manager or agent of the Federation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with the action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interest of the Federation; and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his or her duty or duties to the Federation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed

to, the best interest of the Federation; and with respect to any criminal action or proceeding, that the person had no reasonable cause to believe that the conduct was unlawful.

Section 2. To the extent that an Officer Director, employee, committee member, manager or agent of the Federation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article IX, Section 1 of these Bylaws, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by such person.

Section 3. Any indemnification under Article IX, Section 1 of these Bylaws (unless ordered by a court) shall be made by the Federation only as authorized in a specific case upon a determination that indemnification of the Officer, Director, employee, committee member, manager or agent is proper under the circumstances because such person has met the applicable standard of conduct set forth in Article IX, Section 1 of these Bylaws. Such determination shall be made (a) by the Federation Board with a majority vote of the Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in written opinion, or (c) by approval of a simple majority of the Federation Members voting in their Representative Capacity.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Federation in advance of the final disposition of such action, suit or proceeding as authorized by the Federation Board in the specific case upon receipt of an undertaking by or on behalf of the Officer, Director, employee, committee member, manager or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Federation.

Section 5. The indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be an Officer Director, employee, committee member, manager or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. The Federation shall have the power to purchase and maintain insurance on behalf of any person who is or was an Officer, Director, employee, committee member, manager or agent of the Federation, or is or was serving at the request of the Federation.

## **ARTICLE X FISCAL AFFAIRS**

Section 1. The Federation fiscal year shall begin on April 1 and end on March 31 of the following calendar year.

Section 2. The Board shall cause to be prepared a proposed budget of the Federation to be considered at least five (5) months prior to the beginning of the next fiscal year. Members shall be entitled to receive a copy of the Federation budget by mail at least fifteen (15) days prior to a meeting of the Federation at which the budget will be considered by the Members. Upon the request of an Owner in a Member Association, the Federation shall provide copies of the approved budget and its breakdown by Member Association. In the event the Federation budget is not made as required above, the Federation budget shall be set at the same per unit amount as exists in the current year's budget, exclusive of any real or personal property amounts, which approved expenditure shall apply only to the current year's budget and not to future years.

Section 3. Unless otherwise required by law, the Board of Directors shall: 1) cause to render a

financial statement of the Federation to its Members and Owners if requested, not later than four (4) months following the end of a fiscal year; and 2) cause to render an internal audit of the Federation's financial records for the purpose of verifying the same but no independent or external audit shall be required of it. These requirements do not preclude a certified audit of such records when approved by a majority vote of the Members voting in their Representative Capacity.

Section 4. Instruments for the distribution of the Federation funds shall require the written approval of the Treasurer, Assistant Treasurer, or another Officer, and one (1) additional Officer as recorded in the Federation Board meeting minutes and banking records of the Federation.

Section 5. The Federation shall secure, bear the cost of and keep in force a fidelity bond on each of its Officers, Directors, Member's Representative(s), Federation's Agent(s) or other Person(s) who shall have control of or the ability to disburse funds of the Federation. The principal sum of said fidelity bond shall be equal to or in excess of the funds of the Federation. Any management company with which the Federation has a contract shall provide fidelity bonding for its own managers, staff and employees, at its own expense, as directed by the Federation Board from time to time.

Section 6. The Federation Members shall, according to law and in a fair and equitable manner, determine how the Federation budget previously approved by the Membership shall be charged to each Federation Member. If any item or activity is of such a nature that the cost therefore should not be shared equally by all Federation Member Associations, then the Federation Members may allocate to the Association(s) an amount that is fair and equitable.

Section 7. All monies duly paid to the Federation by its Member Associations shall become the property of the Federation. Surplus funds shall not be returned to the Member Associations, but may be credited to the following year's Federation budget or used by the Federation in the manner approved by the Membership.

Section 8. Certain funds, such as, but not limited to, Legal, Insurance Deductible and Emergency funds, may be established for the use or protection of Member Associations. The funding and use of these funds shall be administered by the Federation's Board of Directors in compliance with established Federation Administrative Codes approved by the Federation Members. These funds must be budgeted as common expense of the Member Associations.

## **ARTICLE XI ACQUISITION OF PROPERTY**

Section 1. Acquisition of Real property, except the acquisition of real property in trust as described in Article XI, Section 3 of these Bylaws, shall require a Seventy Five Percent (75%) direct, affirmative vote of the total voting interests of all of the Members of the Federation. The vote may be taken at a meeting duly called by the Federation President, or the vote may be taken at each of the Member Associations' membership meetings according to respective Governing Documents. Owners may vote in person, or by limited proxy.

Section 2. Acquisition of property, other than real property, shall be limited to the funds provided for in the Federation budget. Any proposed expenditure that exceeds the budgeted amount shall have the prior approval of the Members of the Federation before expenditure.

Section 3. The Federation, upon a vote of a majority of the Board of Directors at a meeting duly called for the purpose, shall have the right to take as trustee title to the real property described in that certain trust deed dated the 30th day of April, 2007 and recorded at Official Records Book 17724, Page 743-754 of the public records of Hillsborough County, Florida, and any improvements thereon, or any personal

property that may be associated either directly or indirectly with the administration of said real property.

## **ARTICLE XII DEFAULT**

Section 1. In the event of an alleged violation of the Articles of Incorporation or these Bylaws, the party alleging the default shall first be required to invoke the dispute resolution procedure contained in Article XIII of these Bylaws. In the event that the parties to the dispute resolution procedure are not satisfied with the outcome of the dispute resolution, any of the parties may seek relief in a court of competent jurisdiction. In the event such action takes place, the prevailing party in such action shall be entitled to judgment for its reasonable attorneys' fees and costs, including reasonable attorneys' fees and costs incurred as the result of an appellate or bankruptcy proceeding.

Section 2. The dispute resolution procedure contained in these Bylaws shall not be required, if an applicable contractual provision or law requires an alternative process or procedure prior to arbitration or litigation being initiated by an aggrieved party. Additionally, the dispute resolution procedure contained in these Bylaws shall not be required in the event of an emergency, which shall be defined as a matter involving imminent, irreparable harm to a person or property of any kind.

## **ARTICLE XIII DISPUTE RESOLUTION PROCEDURE**

Section 1. If a dispute arises between Members of the Federation or a Member(s) and the Federation which cannot be resolved by the personnel directly involved, either party may invoke this Dispute Resolution Procedure by giving written notice to the other, designating an Officer with appropriate authority to be its representative in negotiations relating to the dispute.

Section 2. Upon receipt of a notice pursuant to this Article XIII, Section 1 of these Bylaws, the recipient of the aggrieved party's notice shall, within five business days, designate an executive officer with similar authority to be its representative.

Section 3. The designated Officers shall, following whatever investigation each deems appropriate, but in no event later than fifteen (15) days following the designation of Officers who shall represent them in the Dispute Resolution Process, promptly enter into discussions concerning the dispute. The Federation and Member Associations shall cooperate with each other to avoid litigation by exchanging documents that are not subject to any legal privilege and by meeting promptly in person to reach a constructive resolution to all disputes.

Section 4. If the dispute is not resolved as a result of such discussion within thirty (30) days following the designation of Officers as provided for in Article XIII of these Bylaws, the parties to the dispute shall initiate binding arbitration with the American Arbitration Association. The prevailing party in the binding arbitration with the American Arbitration Association shall be entitled to an award of reasonable attorneys' fees and costs, including, but not limited to reasonable attorneys' fees and costs related to any on appeal or bankruptcy proceeding.

## **ARTICLE XIV AMENDMENTS**

Section 1. Proposals for amendment of these Bylaws may be made by the Federation Board of Directors or by the holders of not less than twenty percent (20%) of all the Federation Members voting in their representative capacity or by a petition of Owners representing fifteen percent (15%) of the total Owners. Such proposals shall be delivered to the President who shall be required to call a special meeting of the Members within thirty (30) days. Notice of the meeting shall be given by the President in accordance with

the Bylaws upon not less than ten (10) days' notice. The notice of the meeting shall contain the full text of the language to be changed.

Section 2. Adoption of any amendments shall require the affirmative Roll Call Vote of the Members voting in their Representative Capacity of not less than sixty-six and two-thirds percent (66-2/3%) of the total voting interests of all Federation Members. A copy of any duly approved amendment shall immediately be certified as true and correct by the Federation President and Secretary and recorded in the Book of Resolutions. Unless stated otherwise within the original motion, amendments shall be filed within ten (10) business days with the Secretary of State of Florida and recorded in the Official Records of Hillsborough County, Florida.

Section 3. Notwithstanding anything contained herein to the contrary, the Federation shall be subject to Chapter 617, Florida Statutes (2011).

## **ARTICLE XV TERMINATION OF MEMBERSHIP**

An Association may terminate its membership in the Federation effective at the end of any fiscal year by doing the following: (1) giving written notice to the Secretary of the Federation, not less than one hundred eighty (180) days prior to the end of the current fiscal year of the Federation; (2) paying all assessments, dues, fees and other monetary obligations, including, but not limited to, the Member Association's share of the balance on any existing bulk contracts through those contracts regular termination dates; and (3) by presenting written evidence, including a tally of Owners' votes, to the Federation that the resigning Member Association's Owners duly approved the termination and revoked any amendment to the Member Association's Declaration of Condominium or Declaration of Covenants, Conditions and Restrictions, as the case may be, consistent with Exhibit "A" to these Bylaws. Upon resignation from the Federation, the Member Association that has resigned, and the Owners within that Member Association, shall not be entitled to a return of capital or other reimbursements of any kind.

## **ARTICLE XVI COMMITTEES**

Section 1. The Federation Board of Directors by majority vote, or the Federation President without the concurrence of the Federation Board, may establish committees. Once established, the Board or the President, in respect to the committees that each has respectively established, has the power to appoint and remove committee members, appoint and remove the chairperson of the committees, and dissolve the committees. The authority of all committees established under Article XVI of these Bylaws, regardless of who established it, shall be advisory only. Committees shall be limited to making recommendations to the Directors or President. Neither the Board nor the President shall be bound by any recommendation made by a committee that has been established pursuant to Article XVI of these Bylaws, nor shall the Board or the President be limited in their respective powers or authorities by any act, advice, or recommendation of a committee that has been established pursuant to Article XVI of these Bylaws. Notwithstanding the powers given under this Article XVI to the President, the Board of Directors by majority vote may reverse any decision of the President to establish or dissolve any committee, appoint or remove committee members, or appoint or remove a chairperson of a committee that has been established pursuant to Article XVI of these Bylaws.

Section 2. The Federation Board of Directors or the Federation President establishing the committee shall provide in writing to the committee its specific assignment and the committee shall limit its work to the specific assignment it has been given. Notwithstanding this limitation, the committee may consider

other matters that are reasonably related to its assignment and that will assist it in giving sound advice and recommendations; however, the committee's report shall only respond to its specific assignment.

Section 3. The term of all committees shall expire on March 31 of each calendar year, upon dissolution or upon the termination of the President in the case where the President has established the committee. The term of a committee may be extended by a majority vote of the Board of Directors. A committee member may resign his or her committee membership, or a committee chairperson may resign their chairpersonship at any time in the same manner and with the same effect as a Director resigns as set forth in Article VII, Section 3 of these Bylaws.

Section 4. Committees shall be comprised of Owners. Any Owners may submit his or her name to the Federation's Secretary for the President's or Board's consideration for appointment. Employees of any professional management corporation or with any organization that services the Federation, its Member Associations or Owners are excluded from committees but may consult with a committee upon the invitation of the Committee, the Board, or the President.

Section 5. Notwithstanding anything in this Article to the contrary, there shall be a standing committee named the Recreational Facilities Executive Committee (the "Executive Committee"). The purpose of the Executive Committee is set forth in that certain resolution dated June 1, 2007, as may have been amended or superseded by other resolutions thereafter. The Executive Committee members, their term of office, and the chairperson of the Executive Committee, shall be determined by the Board of Directors. The Board of Directors shall have the power to remove Executive Committee members, remove the Chairperson, modify the terms for which they serve, and to modify the purpose of the Executive Committee.

## **ARTICLE XVII MISCELLANEOUS**

Section 1. There shall be no dividends paid to any of the Federation Members, nor shall any part of the income of the Federation be distributed to its Members, Board of Directors or Officers. In the event there are any excess receipts over disbursements as a result of performing services, such income shall not be distributed to the Federation Members, Directors or Officers but, with Membership approval, shall be applied against future expenses of the Federation in connection with the general purposes for which the Federation was organized.

Section 2. Limited proxies: Votes may be cast by the Federation Members in person or by limited proxy. The proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the authorized person who executed the limited proxy. A limited proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. A limited proxy is revocable at any time at the pleasure of the person who executes it. If the limited proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place. The proxies shall be filed with the Federation Secretary prior to the meeting for which they are given. The foregoing shall be permitted only when there are no Directors of a Member Association available to attend a meeting in person.

Section 3. Parliamentary Rules: Roberts' Rules of Order (latest edition) shall govern the conduct of the Federation's meetings. Notwithstanding the foregoing, the Chairperson of any Federation Board meeting or Membership meeting may depart from the strict requirements of Roberts' Rules of Order (latest edition) if doing so is necessary to ensure that the business of the meeting is completed in a reasonable, orderly and prompt manner.

Section 4. The books, records and papers of the Federation shall at all times, during reasonable business hours, be subject to the inspection of any Member of the Federation and available for inspection to Owners upon written request and subject to the provisions of Chapter 617, Florida Statutes (2011), which governs the Federation. Federation Articles of Incorporation and Bylaws shall be kept up-to-date and provided to all Owners if requested. Reasonable charges for inspecting and copying corporate records may apply, as determined by the Federation Board from time to time.

Section 5. The Federation Membership may audit all contracts that any management company or professional manager arranges for Member Associations. Owners and Federation Members shall have the right to access these records and audits by submitting a written request for access to the Federation. Records inspection and copying shall be completed in accordance with Chapter 617, Florida Statutes (2011) and Article VII, Section 7 of these Bylaws.

Section 6. The Federation Board shall require any management company to develop, maintain and keep accurate and current electronic copy of all Federation Governing Documents:

A. Only the signed paper copy along with a filing stamp and certificate shall be considered the legal copy:

B. Electronic paper copies may be relied on as a true representation.

Section 7. The Federation shall be entitled to charge a fee to any Owner of a Member Association in order to process the registration or approval of any sale, mortgage, lease, sublease or transfer of a Unit or a Lot. Any such fee may be preset by the Federation, but it shall not exceed \$100 per transaction, unless otherwise permitted by law.



## **Exhibit A**

Association shall have the power to become a member of Federation of Kings Point Associations, Inc. ("Federation"), pursuant to Federation's Articles of Incorporation and Bylaws, which are set forth in Book 5886, Page 1101 of the Official Records of Hillsborough County, Florida, and as have been amended and incorporated by reference as if fully set forth herein. All acts of Association and the members of its Board of Directors in the formation of the Federation are hereby ratified and confirmed.

All assessments levied by Federation against Association, pursuant to Federation's Articles of Incorporation and By-Laws, including, but not limited to, any expenses associated with the acquisition and operation of recreation facilities which may hereafter be acquired by the Federation (which recreation facilities are currently subject to a Long-Term Lease), are and shall be common expenses of this Association. All Federation assessments against Association shall be secured by the lien described elsewhere in the Declaration of the Association. Unpaid assessments imposed by Federation shall be subject to collection in the same fashion as any other unpaid assessment of the Association as set forth in Declaration. Federation shall have a lien on each parcel for unpaid Federation assessments, together with interest thereon, against the unit owner of such parcel. Federation's lien shall also secure all reasonable attorney's fees incurred by Federation incident to the collection of such assessment or the enforcement of such lien, together with all sums advanced and paid by Federation for taxes and payments on account of superior mortgages, liens or encumbrances which may be required to be advanced by Federation in order to preserve and protect its lien. Federation's lien shall be effective as and enforceable in the manner provided for by the Condominium Act, Chapter 718 Florida Statutes, or Chapter 720, Florida Statutes, but shall be subject to the rights and privileges of persons obtaining title to a condominium parcel as provided for by law.

(If the Association is a condominium the following shall be added: Association's interest in Federation shall be "Association Property", as that term is defined in Section 718.103(3), Florida Statutes (1988), and held by Association for the use and benefit of its members.)

The Board of Directors of any Association shall have the power to enter into agreements and contracts with Federation for the operation, maintenance and management of the property managed by the Association, including, but not limited to, authorizing the Federation to enter into agreements and contract on behalf of the Association for that purpose.

**Exhibit B**

**MEMBERSHIP APPLICATION  
TO  
FEDERATION OF KINGS POINT ASSOCIATIONS, INC.**

This APPLICATION is an AGREEMENT made and entered into and effective on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ by and between the FEDERATION OF KINGS POINT ASSOCIATIONS, INC., a Florida nonprofit corporation, having for the purpose of this Agreement, its principal office at 1902 Clubhouse Drive, Suite A, Sun City Center West, Florida and hereinafter called the "Federation", party of the first part, and \_\_\_\_\_ ASSOCIATION, INC., a Florida nonprofit corporation, having for the purpose of this Agreement, its principal office at 1904 Clubhouse Drive, Sun City Center West, Florida and hereinafter called the "Association", party of the second part.

**WITNESSETH:**

WHEREAS, the purpose of the Federation of Kings Point Associations, Inc. is to provide a multi-condominium and homeowner association administration using directors within a multi- condominium and homeowner association community to hold title to real and personal property, to protect the investment and enhance the value of the properties owned by its members, make determination over matters which affect the administration of all or less than all but more than one condominium or homeowner association, all of which shall be done in compliance with Florida Statutes. The administration shall not insert itself into the conduct of the affairs of any individual condominium or homeowner association carried out pursuant to its own Articles of Incorporation, Bylaws and the appropriate statutes; however, the Federation Membership may approve assisting a member if requested in writing to do so by said Member, and

WHEREAS, the powers of the Federation of Kings Point Associations, Inc. shall include all powers granted to a not-for-profit corporation under the laws of the State of Florida. It shall have the power to do all things reasonable and necessary to effectuate its purposes, as the same may be permitted by law, and

WHEREAS, the Association has amended its documents to include the following:

Association shall have the power to become a member of Federation of Kings Point Associations, Inc. ("Federation"), pursuant to Federation's Articles of Incorporation and By- Laws, which are set forth in Book 5886, Page 1101 of the Official Records of Hillsborough County, Florida, and as later amended and incorporated by reference as if fully set forth herein. All acts of Association and the members of its Board of Directors in the formation of the Federation are hereby ratified and confirmed.

**Exhibit B cont.**

All assessments levied by Federation against Association, pursuant to Federation's Articles of Incorporation and By-Laws, including, but not limited to, any expenses associated with the acquisition and operation of recreation facilities which may hereafter be acquired by the Federation (which recreation facilities currently subject to a Long-Term Lease), are and shall be common expenses of this condominium or home owner association. All Federation assessments against Association shall be secured by the lien described elsewhere in the Declaration of the Association. Unpaid assessments imposed by Federation shall be subject to collection in the same fashion as any other unpaid assessment of the Association as set forth in Declaration.

(If the Association is a condominium, the following shall apply: Association's interest in Federation shall be "Association Property", as that term is defined in Section 718.103(3), Florida Statutes (1988), and held by Association for the use and benefit of its members.)

The Board of Directors of Association shall have the power to enter into agreements and contracts with Federation for the operation maintenance and management of the property managed by the Association, including, but not limited to, authorizing the Federation to enter into agreements and contract on behalf of the Association for that purpose.

NOW THEREFORE, be it known to all parties that \_\_\_\_\_ Association, Inc. did, on the date first written above, agree to be a Member of the Federation and comply with the Federation's Articles of Incorporation, Bylaws, their amendments and determinations made by the Federation in accordance with said Articles of Incorporation and Bylaws.

IN WITNESS WHEREOF, the parties have executed this Agreement and have affixed their seals as of the date first written above.

Association:  
Membership requested

Federation:  
Membership approved

By: \_\_\_\_\_  
President

By: \_\_\_\_\_  
President

Attest: \_\_\_\_\_  
Secretary

Attest: \_\_\_\_\_  
Secretary

(Corporate Seal)

(Corporate Seal)

**Exhibit C**

**AMENDED AND RESTATED BYLAWS  
OF THE  
THE FEDERATION OF KINGS POINT ASSOCIATIONS, INC.  
(A not-for-profit Florida corporation)**

Page 1 of 2

The Federation consists of a total of nine (9) Election Districts referred to in Article V, Section 1 D. Each Election District consists of Federation Members as stated below and as referred to in Article II, Section 7.

**District I = 642 units**

Andover A, B, C, D, E, F, G, H & I	consisting of 216 units
Bedford A, B, C, D, E, F, G, H & J	consisting of 216 units
Fairfield A, B, C, D, E, F, G & H	consisting of 210 units

**District II = 634 units**

Cambridge A, B, C, E, F, H, I, J, K, L & M	consisting of 284 units
Canton Court D	consisting of 24 units
Dorchester A, B, C & D	consisting of 100 units
Gloucester A, B, C, D	consisting of 120 units
The Knolls, Knolls II, Knolls III	consisting of 106 units

**District III = 610 Units**

Gloucester E, F, G, H, J, K, L, M, N & P	consisting of 282 units
Highgate A, B, C, D, E & F	consisting of 138 units
Idlewood	consisting of 96 units
Princeton	consisting of 46 units
Quail Pass	consisting of 24 units
TPod	consisting of 24 units

**District IV = 648 units**

Highgate II, III & IV	consisting of 374 units
Lancaster I & III	consisting of 274 units

**District V = 639 units**

Lancaster II & IV	consisting of 182 units
Radison I & II	consisting of 135 units
Southampton I & II	consisting of 110 units
Tremont I & II	consisting of 141 units
Worthington	consisting of 50 units
Yorkshire	consisting of 21 units

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**Districts VI= 621 units**

Manchester I, II, III, & IV  
Nantucket I, II, III

consisting of 328 units  
consisting of 293 units

**District VII = 631 units**

Nantucket IV & V  
Oxford I & II  
Villeroy  
Acadia  
Acadia II  
S Pod

consisting of 109 units  
consisting of 194 units  
consisting of 80 units  
consisting of 72 units  
consisting of 66 units  
consisting of 110 units

**District VIII = 600 units**

Brookfield  
Corinth  
Devonshire  
Edinburgh  
Fairbourne  
Grantham  
Huntington  
Inverness  
Nottingham

consisting of 90 units  
consisting of 58 units  
consisting of 60 units  
consisting of 42 units  
consisting of 72 units  
consisting of 76 units  
consisting of 42 units  
consisting of 86 units  
consisting of 74 units

**District IX = 640 units**

Jameson  
Kensington  
Lyndhurst  
Portsmouth  
Maplewood  
Oakley Greens  
Richmond

consisting of 56 units  
consisting of 96 units  
consisting of 98 units  
consisting of 108 units  
consisting of 102 units  
consisting of 124 units  
consisting of 56 units