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PREPARED BY AND RETURN TO:
Richard B. MacFarland, P.A.
Broad and Cassel
7777 Glades Road, Suite 300
Boca Raton, Florida 33434

**FIRST AMENDMENT TO DECLARATION OF RESTRICTIONS AND
PROTECTIVE COVENANTS FOR PASTELLE**

WHEREAS, the Declaration of Restrictions and Protective Covenants for Pastelle Property Owners Association, Inc. was recorded on November 18, 2005 in Official Records Book 02084, Page 0545 of the Public Records of Martin County, Florida (the "Declaration");

WHEREAS, pursuant to Section 5 of Article XVI of the Declaration, the Declaration may be unilaterally amended by the Developer so long as Developer has the right to appoint the entire Board of Directors of the Association; and

WHEREAS, the Developer has the right to appoint the entire Board of Directors of the Association and the Developer wishes to amend the Declaration as hereinafter set forth.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. Article I is hereby amended to include the following definitions:
 - (a) "Articles of Incorporation" or "Articles" – the Articles of Incorporation of the Pastelle Property Owners Association, Inc., as amended, duly filed in the Secretary of State's Office of the State of Florida.
 - (b) "By-Laws" – the By-Laws of the Association Pastelle Property Owners Association, Inc.
2. The Declaration is hereby amended to include the Articles of Incorporation, a copy of which is attached hereto as Exhibit "A" and made a part thereof.
3. The Declaration is hereby amended to include the Bylaws, a copy of which is attached hereto as Exhibit "B" and made a part thereof.

IN WITNESS WHEREOF, the undersigned hereby certifies that the foregoing is a true and correct copy of this First Amendment to the Declaration of Restrictions and Protective Covenants for Pastelle, this 14th day of August, 2006.

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EXHIBIT "A"
ARTICLES OF INCORPORATION

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**ARTICLES OF INCORPORATION
FOR
THE OAKS AT HOBE SOUND HOMEOWNERS' ASSOCIATION, INC.
(a corporation not-for-profit)**

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 720, Florida Statutes, adopt(s) the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. - NAME

The name of the corporation shall be The Oaks at Hobe Sound Homeowners' Association, Inc. (the "Association").

ARTICLE II. - DEFINITIONS

Each term used herein, except as otherwise defined herein, is defined in the Master Declaration of Covenants, Conditions and Restrictions of The Oaks at Hobe Sound (the "Declaration") recorded, or to be recorded, among the Public Records of Martin County, Florida by M/I Homes of West Palm Beach, LLC, a Florida limited liability company (the "Developer") and shall have the same meaning or definition used herein as the meaning or definition ascribed thereto in the Declaration.

**ARTICLE III
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the corporation shall be 4 Harvard Circle, Suite 950, West Palm Beach, Florida 33409.

ARTICLE IV. - PURPOSE(S)

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and social welfare of the Owners of Property within that residential area referred to as The Oaks at Hobe Sound and described in the Declaration.
2. To own and maintain, repair and replace the general and/or Common Area, landscaping and other improvements in and/or benefiting the property for which the obligation to maintain and repair has been delegated and accepted.
3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.
4. To operate without profit for the benefit of its Members.

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5. To perform those functions reserved by the Association in the Declaration.

ARTICLE V. - GENERAL POWERS

The general powers that the Association shall have are as follows:

1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.
2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
3. To delegate power or powers where such is deemed in the interest of the Association.
4. To affix assessments to be levied against Lots within the Property and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.
5. To pay taxes and other charges, if any, on or against the Common Area.
6. To have all express powers conferred upon the Association by the Declaration.
7. To have all powers conferred upon a corporation by Section 617, Florida Statutes and the laws of the State of Florida, except as prohibited herein. After Turnover (as described below), the Common Area cannot be mortgaged or conveyed without the affirmative vote of at least two-thirds of the Class A Membership.

ARTICLE VI. MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

ARTICLE VII. - MEMBERS

1. Every Owner of a Lot which is subject to Assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to Assessment.

2. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Developer, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member(s) shall be the Developer. The Class B Member

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shall be entitled to the same number of votes held by all other Members of the Association plus one; provided, however, that notwithstanding any provision to the contrary, the Developer shall have the right to appoint the entire Board of Directors of the Association until three months after 90% of the Lots have been conveyed to Owners other than the Developer, or at an earlier date at the sole discretion of the Developer. At such time, the Developer shall call a meeting in accordance with the provisions herein for Special Meetings, to provide for the turnover of control of the Board of Directors to the Owners ("Turnover"). The Developer shall have the right, in its sole discretion, to appoint one member of the Board of Directors for so long as the Developer owns at least five percent (5%) of the Lots within the Property.

ARTICLE VIII - DIRECTORS

The Board of Directors of the Corporation shall be comprised of at least three (3) directors. The initial members of the Board of Directors and their street addresses are:

Mark Welch	4 Harvard Circle, Suite 950 West Palm Beach, Florida 33409
Jeff Stoven	4 Harvard Circle, Suite 950 West Palm Beach, Florida 33409
Harold Motzer	4 Harvard Circle, Suite 950 West Palm Beach, Florida 33409

As long as Developer shall have the right to appoint the entire Board of Directors, Directors need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed at any time by the Developer. At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. Any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member and may not be removed except by action of the Class B Member, and may be removed from office, and a successor director may be appointed, at any time by the Class B Member.

ARTICLE IX - OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution,

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create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President	Mark Welch
Secretary/Treasurer	Harold Motzer
Vice President	Jeff Stoven

ARTICLE X.
INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the Corporation's initial registered office is: 4 Harvard Circle, Suite 950, West Palm Beach, FL 33409 and the name of the initial Registered Agent at such address is Mark Welch.

ARTICLE XI - INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation is Mark Welch, 4 Harvard Circle, Suite 950, West Palm Beach, FL 33409.

ARTICLE XII - CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE XIII - BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

ARTICLE XIV.
AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Amendment of these Articles requires the approval of at least two-thirds of the membership votes. Notwithstanding anything herein to the contrary, for so long as the Developer has the right to appoint the entire Board of Directors of the Association, the Developer or its successor or assign shall be permitted to unilaterally amend these Articles. For so long as the Developer has the right to appoint the entire Board of Directors of the Association, no amendment of these Articles may be made without the consent of the Developer or its successors or assigns, as Developer. For so long as Developer owns any portion of the Property, no amendment of these Articles shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Developer, unless the Developer joins in the execution of the amendment.

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ARTICLE XV.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

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**ARTICLE XVI
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

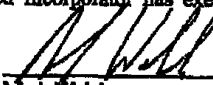
1. With the exception of Directors and Officers appointed by the Class B Members, any financial or familial interest of an Officer or Director in any contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are directors or officers, or have a financial interest, shall be disclosed, and further shall be voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, but must abstain from voting on the issue.

ARTICLE XVII - DISSOLUTION

The Association may be dissolved if three-fourths (3/4) of the votes cast at a duly held meeting of the Members of the Association vote in favor of dissolution. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of April, 2004.




Mark Welch

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of April, 2004, by Mark Welch, who is personally known to me or who has produced a Florida driver's license as identification.

Serial Number: _____
Commission Expires: _____



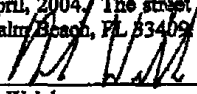
Notary Public
Name: LYNDA C. TOBIAS



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REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of The Oaks at Hobe Sound Homeowners' Association, Inc. this 1st day of April, 2004. The street and mailing address of the undersigned is 4 Harvard Circle, Suite 950, West Palm Beach, FL 33409.



Mark Welch

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AMENDMENT TO ARTICLES OF INCORPORATION
FOR THE OAKS AT HOBE SOUND HOMEOWNERS' ASSOCIATION, INC.
(a Florida corporation not for profit)

The Articles of Incorporation for The Oaks at Hobe Sound Homeowners' Association, Inc., a Florida corporation not for profit (the "Corporation"), were filed with the Florida Secretary of State on April 2, 2004 (Document Number ND4000005425) (the "Articles"). Pursuant to Article XIV of the Articles, shareholder action is not required to adopt this Amendment. Thus, the Board of Directors of the Corporation adopted this Amendment on January 7, 2005, and it shall be effective upon the date of filing this Amendment. The Articles are hereby amended, as follows:

1. Article I is hereby amended to rename the Corporation "Pastelle Property Owners Association, Inc."

2. Article II is hereby deleted in its entirety and is replaced with the following:

"Each term used herein, except as otherwise defined herein, is defined in the Master Declaration of Covenants, Conditions and Restrictions of Pastelle (the "Declaration") recorded, or to be recorded, among the Public Records of Martin County, Florida by M/I Homes of West Palm Beach, LLC, a Florida limited liability company (the "Developer") and shall have the same meaning or definition used herein as the meaning or definition ascribed thereto in the Declaration."

3. IV, Paragraph 1 is hereby deleted in its entirety and is replaced with the following: "To promote the health, safety and social welfare of the Owners of Property within that residential area referred to as Pastelle and described in the Declaration."

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, hereby certifies that the foregoing is a true and correct copy of this Amendment to the Articles of Incorporation this 7th day of January, 2005.

Signed, sealed and delivered
in the presence of:

**PASTELLE PROPERTY OWNERS
ASSOCIATION, INC., a Florida corporation
not-for-profit (formerly known as The Oaks at
Hobe Sound Homeowners' Association, Inc.)**

By: 
Mark Welch, President

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SECRETARY OF STATE
2005/01/18

EXHIBIT "B"

BYLAWS

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BYLAWS
OF
PASTELLE PROPERTY OWNERS ASSOCIATION, INC.

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TABLE OF CONTENTS

	Page
ARTICLE I	1
ARTICLE II	1
ARTICLE III.....	1
ARTICLE IV	1
ARTICLE V	1
ARTICLE VI	6
ARTICLE VII.....	7
ARTICLE VIII.....	9
ARTICLE IX	9
ARTICLE X.....	9

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**BYLAWS
OF
PASTELLE PROPERTY OWNERS ASSOCIATION, INC.**

ARTICLE I

DEFINITIONS

All defined terms used in these Bylaws shall have the meaning assigned to them in the Declaration of Restrictions and Protective Covenants for Pastelle Property Owners Association, Inc. (the "Declaration").

ARTICLE II

LOCATION

Section 1. The principal office of the Association shall be 4 Harvard Circle, Suite 950, West Palm Beach, Florida 33409.

ARTICLE III

MEMBERSHIP

Section 1. Membership of the Association is as set forth in the Declaration.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against each Owner of, and becomes a lien upon, the Properties against which such assessments are made as provided in the Declaration to which the Properties are subject.

ARTICLE IV

FISCAL YEAR

Section 1. The fiscal year of the Association shall be the calendar year.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Subsequent to the appointment of the entire Board of Directors by the Class B Member, as provided in the Articles of Incorporation, the Board of Directors of the Association shall be elected at the annual meeting of the Members. The election procedure is set forth in Article VII of these Bylaws.

Section 2. Any Director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership, except that the Directors elected by the Class B Member including those named in the Articles of Incorporation may be removed only by the Class B Member.

Section 3. The first meeting of the duly elected Board of Directors, for the purpose of organization, shall be held immediately after the annual meeting of Association Members, provided the majority of the members of the elected Board of Directors are present. Any action taken at such meeting shall be by a majority of the Board of Directors. If the majority of the members of the Board of Directors elected shall not be present at that time, or if the Directors shall fail to elect Officers, the meeting of the Board of Directors to elect Officers shall then be held within thirty days after the annual meeting of Members upon three days' notice in writing to each member of the Board of Directors elected, stating the time, place and object of such meeting.

Section 4. Regular meetings of the Board of Directors may be held at any place or places within Palm Beach County, Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint.

Section 5. Notice of regular meetings shall be posted in a conspicuous place on the Association property at least 48 hours in advance, except in an emergency. Notice of any meeting in which assessments against Lots are to be established shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessments.

Section 6. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors and may be held at any place or places within Palm Beach County, Florida, and at any time.

Section 7. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, except in the event of an emergency, shall be (i) posted in a conspicuous place on the Association Property at least 48 hours in advance or (ii) given by or on behalf of the President or by or on behalf of the Secretary or by or on behalf of a majority of the members of the Board of Directors to each member of the Board of Directors not less than seven days prior to the scheduled date of the special meeting by mail, telegraph, overnight courier, hand delivery or telecopy. Emergency meetings of the Board of Directors may also be held at any place and time without notice by unanimous waiver of notice by all the Directors. Notices of all meetings of the Board of Directors will comply with Chapter 720, Florida Statutes.

Section 8. No Director shall receive any compensation from the Association for acting as such unless approved by Members representing a majority of the total vote of the Association at a regular or special meeting of the Association; provided any Director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other Directors.

Section 9. Subject to the provisions of Section 10 of this Article, all meetings of the Board shall be open to all Members, but no Member other than Directors may participate in any

discussion or deliberation unless permission to speak is requested on his or her behalf by a Director. In such case, the President may limit the time that any Member may speak.

Section 10. Any action to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, and such consent shall have the same force and effect as a unanimous vote.

Section 11. The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law.

The Board of Directors shall delegate to one of its members the authority to act on behalf of the Board of Directors on all matters relating to the duties of the Managing Agent or Manager, if any, which might arise between meetings of the Board of Directors.

In addition to the duties imposed by Chapter 720, Florida Statutes, together with these Bylaws, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation:

- a. preparation and adoption of an annual budget in which there shall be established the contribution of each Owner to the Common Expenses;
- b. making assessments to defray the Common Expenses, establishing the means and methods of collecting such assessments, and establishing the period of the installment payments of the annual assessment, which may be payable in annual, semi-annual, or quarterly installments, as determined by the Board of Directors;
- c. providing for the operation, care, upkeep, and maintenance of all of the Common Areas;
- d. designating, hiring, and dismissing the personnel necessary for the maintenance, operation, repair, and replacement of the Association, its property, and the Common Areas where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;
- e. collecting the assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association; the reserve fund may be deposited, in the Directors' best business judgment, in depositories other than banks;
- f. making and amending rules and regulations;
- g. opening of bank accounts on behalf of the Association and designating the signatories required;

h. making or contracting for the making of repairs, additions, and improvements to or alterations of the Common Area in accordance with the other provisions of the Declaration and these Bylaws after damage or destruction by fire or other casualty;

i. enforcing by legal means the provisions of the Declaration, these Bylaws, and the rules and regulations adopted by it and bringing any proceedings which may be instituted on behalf of or against the Owners concerning the Association after receiving the proper authorization, if any, required by the Declaration;

j. obtaining and carrying insurance against casualties and liabilities, as provided in the Declaration, and paying the premium cost thereof;

k. paying the cost of all services rendered to the Association or its Members and not chargeable to Owners;

l. maintaining the official records of the Association in accordance with Florida Statute §720.303, as may be amended from time to time. The said official records of the Association shall be available for examination by the Owners and mortgagees, their duly authorized agents, accountants, or attorneys, during general business hours on working days at a reasonable time and place that shall be set and announced by the Board of Directors which shall be at least ten (10) business days after receipt of a written request for examination. All financial and accounting records of the Association shall be kept according to good accounting practices.

m. make available for review to any prospective purchaser of a Lot, any Owner of a Lot, any first Mortgagee, and the holders, insurers, and guarantors of a first Mortgage on any Unit, current copies of the Declaration, the Articles of Incorporation, the Bylaws, rules governing the Lot and all other books, records, and financial statements of the Association; and

n. permit utility suppliers to use portions of the Common Area reasonably necessary to the ongoing development or operation of the Properties.

o. exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those reserved to Members in the Declaration or in the Articles of Incorporation of the Association.

Section 12. The Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize. The Board of Directors may delegate to the managing agent or manager, subject to the Board's supervision, all of the powers granted to the Board of Directors by these Bylaws, other than the powers set forth in subparagraphs a, b, f, g and i of Section 11 of this Article. The Declarant, or an affiliate of the Declarant, may be employed as managing agent or manager. No management contract may have a term in excess of one (1) year and must permit termination by either party without cause and without termination fee on ninety (90) days, or less, written notice.

Section 13. The following management standards of performance will be followed unless the Board of Directors by resolution specifically determines otherwise:

- a. accrual accounting, as defined by generally accepted accounting principles, shall be employed;
- b. accounting and controls should conform with established AICPA guidelines and principles, which require, without limitation, (i) disbursements by check requiring two (2) signatures, and (ii) cash disbursements limited to amounts of Seventy-Five (\$75.00) Dollars and under;
- c. cash accounts of the Association shall not be commingled with any other accounts;
- d. no remuneration shall be accepted by a managing agent from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; any thing of value received shall benefit the Association;
- e. any financial or other interest which a managing agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board of Directors; and
- f. an annual report consisting of at least the following shall be prepared within sixty (60) days after the close of the fiscal year: (1) financial statements presented in conformity with generally accepted accounting principles; or (2) a financial report of actual receipts and expenditures, cash basis, showing the amount of receipts and expenditures by classification and the beginning and ending cash balances of the association. The Association shall provide each Member with a copy of the annual report or with written notice that a copy of the financial report is available upon request at no charge to the Member.

Section 14. The Board of Directors shall have the power to borrow money for the purpose of repair or restoration of the Common Areas without the approval of the Members of the Association; provided, however, the Board shall obtain Member approval in the same manner provided in the Declaration for special assessments in the event that the proposed borrowing is for the purpose of modifying, improving, or adding amenities, and the total amount of such borrowing exceeds or would exceed five (5%) percent of the budgeted gross expenses of the Association for that fiscal year.

Section 15. The Board of Directors shall have the power to impose reasonable fines, which shall constitute a lien upon the property of the violating Owner, and to suspend an Owner's right to vote or to use the Common Area for violation of any duty imposed under the Declaration, these Bylaws, or any rules and regulations duly adopted hereunder; provided, however, nothing herein shall authorize the Association or the Board of Directors to limit ingress and egress to or from a Lot. In the event that any occupant of a Lot violates the Declaration, Bylaws, or a rule or regulation and a fine is imposed, the fine shall first be assessed against the occupant; provided, however, if the fine is not paid by the occupant within the time period set by the Board of Directors, the fine shall constitute a lien upon the Lot in which the occupant resides, and the Owner shall pay the fine upon notice from the Association. The failure of the Board of

Directors to enforce any provision of the Declaration, Bylaws, or any rule or regulation shall not be deemed a waiver of the right of the Board of Directors to do so thereafter.

a. Notice. Prior to imposition of any sanction hereunder, the Board of Directors or its delegate shall serve the alleged violator with written notice describing (i) the nature of the alleged violation, (ii) the proposed sanction to be imposed, (iii) a period of not less than fourteen (14) days within which the alleged violator may present a written request to the committee designated by the Board of Directors, if any, or Board of Directors for a hearing; and (iv) a statement that the proposed sanction shall be imposed as contained in the notice unless a challenge is begun within fourteen (14) days of the notice. If a timely challenge is not made, the sanction stated in the notice shall be imposed.

b. Hearing. If a hearing is requested in a timely manner, the hearing shall be held in executive session before the body specified in the notice which shall afford the Owner a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of proper notice shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the Officer, Director, or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator or his designated representative appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed. The hearing shall be conducted in accordance with Florida Statute §720.305.

c. Appeal. If the hearing is held before a body other than the Board of Directors, then the violator shall have the right to appeal the decision to the Board of Directors. To perfect this right, a written notice of appeal must be received by the manager, President, or Secretary of the Association within thirty (30) days after the hearing date.

d. Additional Enforcement Rights. Notwithstanding anything to the contrary herein contained, the Association, acting through the Board of Directors, may elect to enforce any provision of the Declaration, these Bylaws, or the rules and regulations of the Association by self-help (specifically including, but not limited to, the towing of vehicles that are in violation of parking rules and regulations) or by suit at law or in equity to enjoin any violation or to recover monetary damages or both without the necessity for compliance with the procedure set forth above. In any such action, to the maximum extent permissible, the Owner or occupant responsible for the violation shall pay all costs, including reasonable attorney's fees actually incurred.

ARTICLE VI

OFFICERS

Section 1. The Officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members, as herein set forth in Article VII.

Section 2. Any Officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board of Directors.

Section 3. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Members of the Association and of the Board of Directors. He shall have the general powers and duties of supervision and management of the Association which usually pertain to his office, and shall perform all such duties as are properly required of him by the Board of Directors. The Board of Directors shall elect one Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required of him by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Secretary shall issue notices of all meetings of the membership of the Association and the Board of Directors where notice of such meetings is required by law or in these Bylaws. He shall keep the minutes of the meetings of the membership and of the Board of Directors.

Section 4. The Treasurer shall have the care and custody of all the monies and securities of the Association. He shall enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all monies received by him and paid by him on account of the Association. He shall sign such instruments as require his signature and shall perform all such duties as usually pertain to his office or as are properly required of him by the Board of Directors.

Section 5. Vacancies in any office arising from any cause may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII

MEETINGS OF MEMBERS

Section 1. Subsequent to such time the Class A Members are entitled to elect the Board of Directors, a meeting of members shall be held annually during the month in which the Declaration was recorded at such time and place as shall be determined by the Board of Directors.

Section 2. For election of Members of the Board of Directors, Members shall vote in person at a meeting of the Members or by a ballot that the homeowner personally casts.

Section 3. Members may not vote by general proxy, but may vote by limited proxy. Limited proxies and general proxies may be used to establish a quorum. Limited proxies may also be used for votes taken to amend the Articles of Incorporation or Bylaws or for any matter that requires or permits a vote of the Members.

Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. A proxy is not valid for a period longer than 90 days after the date of the first meeting for which it was given. A proxy is revocable at any time at the pleasure of the Member who executes it.

Section 4. Special meetings of the Members may be called for any purpose at any time by the President or a majority of the members of the Board of Directors.

Section 5. Notice may be given to the Member either personally, or by sending a copy of the notice through the mail, (postage thereon fully paid), by overnight courier or by telecopy transmittal, to his address appearing on the records of the Association. Each Member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed, personally delivered, overnight couriered or telecopied at least six (6) days in advance of the meeting and shall set forth the general nature of the business to be transacted, provided, however, that if any business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meetings shall be given or sent as therein provided.

Section 6. The presence at the meeting of Members entitled to cast thirty percent (30%) of the Class A membership votes shall constitute a quorum for any action governed by these Bylaws.

Section 7. If any meetings of the Association cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. At the reconvened meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed for regular meetings.

The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, provided that Members representing at least twenty-five (25%) percent of the total votes of the Association remain present, and provided further that any action taken shall be approved by at least a majority of the Members required to constitute a quorum.

Section 8. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring thereat. Roberts Rules of Order shall govern the conduct of meetings.

Section 9. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Members entitled

to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the Members.

ARTICLE VIII

COMMITTEES

Section 1. The Architectural Control Board shall be a standing committee of the Association. The Board of Directors may appoint such other committees as it deems advisable.

Section 2. The Architectural Control Board shall be appointed, shall serve and shall have the duties and functions as described in the Declaration.

ARTICLE IX

BOOKS AND PAPERS

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

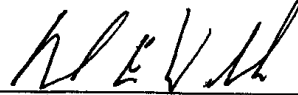
ARTICLE X

AMENDMENTS

Section 1. These Bylaws may be amended by the affirmative vote (in person or by alternate) at a regular or special meeting of the Members, written consent, or any combination thereof, of Members representing two-thirds of the total votes in the Association; provided, however, the provisions which are governed 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 matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such covenants. Notwithstanding anything herein to the contrary, for so long as the Class B Member as described in the Articles of Incorporation of the Association has the right to appoint the entire Board of Directors of the Association, the Class B Member shall be permitted to unilaterally amend these Bylaws. For so long as the Class B Member has the right to appoint the entire Board of Directors of the Association, no amendment of these Bylaws may be made without the consent of the Class B Member. For so long as the Developer owns any portion of the Property, no amendment to these Bylaws shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Developer, unless the Developer joins in the execution of such amendment.

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

I hereby certify that the foregoing Bylaws of Pastelle Property Owners Association, Inc. were duly adopted by the Board of Directors of said association in a meeting held for such purpose on this 18th day of January, 2005.



MARK Welch, President

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