

REVISED BY-LAWS
(Revision Date of adoption January 31, 2013)

OF

VENETIAN ISLES HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

GENERAL

Section 1. Name. The name of this Corporation is VENETIAN ISLES HOMEOWNERS ASSOCIATION, INC.

Section 2. Definitions. As used herein the term "Corporation" shall have the same meaning as "Association", as identified in the Articles of Incorporation of VENETIAN ISLES HOMEOWNERS ASSOCIATION, INC., and all other words as used herein shall have the same meanings as attributed to them in the Article of Incorporation.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Number. The number of persons which shall constitute the entire Board of Directors shall be not less than eleven (11) nor more than fourteen (14). The Board of Directors shall consist of four (4) officers and not less than seven (7) nor more than ten (10) at-large directors. The officers and at-large directors shall be members of the Association and shall be elected by a majority of those voting members in good standing present in person or by proxy at the Annual Meeting of the members.

Section 2. Term. The at-large directors shall hold office for two (2) years or until their successors shall be elected and shall qualify. The two (2) year terms of the at-large directors shall be staggered to provide that not less than three (3) nor more than five (5) directors shall be elected in the odd numbered years and not less than three (3) nor more than five (5) directors shall be elected in the even numbered years.

Section 3. Powers. The business of the Association shall be managed by the Board of Directors, which may exercise all corporate powers not specifically prohibited by statute or by the Articles of Incorporation.

On or before the 1st day of October of each year, the board will appoint a Chairman to establish and chair the Nominating Committee.

Section 4. Meetings. Meetings of the Board of Directors shall be

held as follows:

A. Number. Meetings of the Board of Directors shall be held at least once each quarter for a minimum of four (4) meetings each year. Additional meetings of the Board may be called at any time by the President or by a majority of the members of the Board. All meetings of the Board shall be held at such time and place as may be designated by the President or by a majority of the members of the Board.

B. Notice. Oral, electronic or written notice of each meeting of the Board shall be provided to each member of the Board at least five (5) days before such meeting.

C. Quorum. At all meetings of the Board of Directors, a majority of the members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these By-Laws.

Section 5. Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and exclusive of all other rights to which such director or officer may be entitled.

ARTICLE III

OFFICERS

Section 1. Number and Term. There shall be a total of four (4) officers of the Association. The officers shall be the President, Vice-President, Secretary and Treasurer. The officers shall hold office for one (1) year or until their successors shall be elected and shall qualify.

Section 2. Duties.

A. President.

1. The President shall preside at all meetings of the members and of the Board of Directors. He shall exercise general and active supervision over the affairs of the Association and over the other officers and shall see that all orders and resolutions of the Board are carried into effect.

2. The President shall appoint the chairmen of the standing committees, with the approval of the Board of Directors. The President shall appoint the chairmen of all other committees, except the Nominating Committee. The chairmen of the standing committees shall serve at the pleasure of the Board. The chairmen of all other committees, except the Nominating Committee, shall serve at the pleasure of the President. The President shall be an ex-officio member of all standing or other committees, except the Nominating Committee.

3. The President shall execute all contracts requiring a seal, under the seal of the Corporation, except where the same is required or permitted by law to be otherwise signed and executed in which case the signing and execution thereof shall be expressly delegated by the Board of Directors to other officers or agents of the Association.

B. Vice-President. The Vice-President shall be vested with all the powers and required to perform all the duties of the President in the President's absence, and such other duties as may be assigned to him from time to time by the President or the Board of Directors.

C. Secretary.

1. The Secretary shall issue notices of all meetings of the members and of the Board of Directors as required by the provisions of these By-Laws. He shall keep the minutes of all meetings of the members and of the Board of Directors and perform such other duties as may be required of him by the President, the Board of Directors, or these By-Laws.

2. The Secretary shall be the custodian of all corporate records, except the financial records. The Secretary shall also be the custodian of the seal of the Corporation and shall see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these By-Laws. He shall keep a register of the mailing addresses of the members, including the officers and directors.

D. Treasurer.

1. The Treasurer shall be the custodian of all Association funds and shall keep complete and accurate records of all receipts and disbursements in books belonging to the Association. He shall deposit all funds in the name of the Association in such depository or depositories as may be designated from time to time by the Board of Directors.

2. The Treasurer shall render to the President and Board of Directors, at the regular meetings of the Board or whenever requested, an account of all receipts and disbursements and of the financial condition of the Association. The Treasurer shall prepare a proposed Annual Budget of the Association for consideration by the Board of Directors. All checks drawn on Association funds shall be signed by any one (1) of the following officers: President, Vice-President or Treasurer.

3. The Treasurer shall disburse the funds of the Association only upon the request of another officer or a committee chairman, as provided below. The Treasurer shall disburse funds for payment of a particular expense, without the necessity for approval of the Board of Directors, if the expense is included in the Annual Budget previously approved by the Board. The Treasurer shall disburse funds for payment of a particular expense, only upon the prior approval of the Board of Directors, if (a) the disbursement would cause the accumulated disbursements under a particular expense category to exceed the Annual Budget total for that category by more than ten percent (10%); or (b) the expense is not included in the Annual Budget.

ARTICLE IV

ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nomination. On or before the fifteenth (15th) day of October of each year, the Association shall publish a notice to the members soliciting, on behalf of the Nominating Committee, submissions for nominations for the offices and at-large directorships. Any member in good standing may submit their name or the name of any other member in good standing to the Nominating Committee for consideration. All submissions to the Nominating Committee must be received by the thirtieth (30th) day of November. On or before the fifteenth (15th) day of December of each year, the Association shall publish a notice to the members listing all eligible nominees as put forth by the nominating committee. In addition, nominations from the floor may be presented at the Annual Meeting.

Section 2. Election. The voting member in good standing for each

residential lot may cast one (1) vote for each office and one (1) vote for each at-large directorship. Votes cast for election of officers and directors shall be by written ballot, unless the election of officers or directors is uncontested.

Section 3. Removal. Any officer or director may be removed from office with or without cause by the affirmative vote of a majority of those voting members in good standing present in person or by proxy at the special meeting of the members called for that purpose. A special meeting of the members to remove an officer or director may be called by ten percent (10%) of the voting members in good standing giving notice of the meeting in accordance with Article VI of these By-Laws. No officer or director shall continue to serve on the Board if during his term of office his membership in the Association shall be terminated for any reason whatsoever.

Section 4. Resignation. Any officer or director may resign his office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Association, unless some time be fixed in the resignation, and then from that date. Acceptance of the resignation by the Association shall not be required to make it effective. For purposes of this Section 4, absence by an officer or director from fifty percent (50%) or more of the Board meetings in any year shall constitute resignation by the officer or director from his office.

Section 5. Vacancy and Replacement. If the office of any officer or director becomes vacant by reason of death, resignation, disqualification, removal from office or otherwise, a majority of the remaining directors, though less than a quorum, at a special meeting of directors duly called for this purpose, shall choose a successor who shall hold office until the next Annual Meeting of the members.

ARTICLE V

MEMBERSHIP

Section 1. Eligible Owners. This Corporation shall be organized without any capital stock. All owners of lots in Venetian Isles Units 1 through 10, subdivisions of St. Petersburg, Pinellas County, Florida, and all immediate family members of owners of lots who are eighteen (18) years of age or older and who reside with such owners on said lots, shall be eligible for membership in the Association. In addition, membership may be extended to all owners of lots in such adjoining residential areas as shall be approved for membership eligibility by the members of the Association, as provided in the Articles of Incorporation.

Section 2. Commencement and Termination. Eligibility for membership shall commence upon the recording in the Public Records

of Pinellas County, Florida, of a deed or other instrument vesting in an owner record title to a lot in Venetian Isles Units 1 through 10 or in such adjoining residential areas as hereinbefore provided. Eligibility for membership shall terminate upon the recording in the Public Records of Pinellas County, Florida, of a deed or other instrument divesting an owner of record title to a lot in Venetian Isles Unit 1 through 10 or in such adjoining residential areas as hereinbefore provided.

Section 3. Application and Cancellation. Any eligible owner shall become a member by making application for membership in the Association and by paying the annual dues as provided in these By-Laws. Membership shall be on an annual basis. Membership is subject to cancellation in the event annual dues have not been paid by the member by the call to order of the annual meeting.

Section 4. Voting Member. The member or members who own a single lot in Venetian Isles shall collectively be entitled to one (1) vote, which shall be cast by the "voting member". A member who is the owner of more than one lot shall be entitled to one (1) vote for each lot which he owns and for which he pays the annual dues. All voting members who have paid the annual dues for the current year shall be members in good standing and as such shall be entitled to vote in all matters at the meetings of the members.

ARTICLE VI

MEETINGS OF MEMBERS

Section 1. Time and Place. All annual, regular and special meetings of the members of the Association shall be held at such place in the City of St. Petersburg, Florida and at such time as provided herein or as may be specified in the notices of the meetings.

Section 2. Annual Meeting. The Annual Meeting of the members of the Association shall be held during the month of January of each year on a date and at a time and place fixed by the Board of Directors. The purpose of the Annual Meeting shall be to elect the officers and directors for the year, to receive the annual reports of officers and committees and to transact such other business as is necessary.

Section 3. Regular Meetings. Regular meetings of the members of the Association shall be held at least one (1) times each year on a date and at a time fixed by the Board of Directors.

Section 4. Special Meetings. Special meetings of the members of the Association may be held on a date and at a time and place fixed by the Board of Directors or as specified in Article IV, Section 3 hereof. Special meetings may be called by the President, a

majority of the members of the Board of Directors or by ten percent (10%) of the voting members in good standing for any purpose or purposes, whether or not specifically required by these By-Laws or the Articles of Incorporation.

Section 5. Notice of Meetings. Notice of all meetings of the members, at which a proposed amendment to the Articles of Incorporation or these By-Laws will be considered, shall be delivered to the last known address of each member at least seven (7) days before the date of the meeting described in the notice. In addition, notice of all meetings shall be posted at a prominent location within Venetian Isles at least three (3) days before the date of the meeting. All notices of meetings shall set forth the date, time, place and general purposes of the meeting.

Section 6. Quorum. Twenty (20) voting members in good standing present in person or by proxy shall constitute a quorum at any meeting of the members.

Section 7. Proxies. At any meeting of the members, every voting member having the right to vote shall be entitled to vote in person or by proxy. Such proxy shall only be valid for the specific meeting for which it was originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than two (2) months after the date of the proxy. All proxies shall be in writing, signed by the voting member, and revocable at his pleasure.

Section 8. Membership List. At each meeting of the members, the Secretary of the Association shall prepare a complete list of the members having the right to vote at said meeting. The membership list shall be open for examination by any member at the meeting.

Section 9. Vote Required to Transact Business. All matters coming before any meeting of the members shall be decided by a majority vote of those voting members in good standing present in person or by proxy, unless the vote of a greater number is required by the Articles of Incorporation or by these By-Laws.

Section 10. Parliamentary Rules. Robert's Rules of Order (latest edition) shall govern the conduct of the meetings of the members of the Association when not in conflict with the Articles of Incorporation or these By-Laws.

ARTICLE VII

COMMITTEES

Section 1. Standing Committees.

A. Deed Restrictions. The Deed Restrictions Committee shall receive complaints regarding violation of the covenants and restrictions contained in the Declaration of Restrictions and Protective Covenants for Venetian Isles Units 1 through 10, with the exception of the construction and renovation restrictions, which shall be received and considered by the Architectural Committee. The Deed Restrictions Committee shall also take appropriate action as authorized by the Board of Directors to insure compliance with said Declaration.

B. Architectural Committee. The Architectural Committee shall receive requests for architectural and building plan approval in accordance with the construction and renovation restrictions contained in the Declaration of Restrictions and Protective Covenants and shall take appropriate actions as authorized by the Board of Directors to insure compliance with said Declaration.

C. Hospitality. The Hospitality Committee shall plan and carry out social functions and activities for the members of the Association and shall greet new residents of Venetian Isles.

D. Membership. The Membership Committee shall collect the annual dues from the members of the Association and shall regularly canvas the owners in Venetian Isles to attract new members. The Chairman of the Membership Committee shall regularly report to the Secretary the names of all members in good standing.

E. Communication. The Communication Committee shall work to facilitate the effective flow of information concerning the business of the Association among its members and as appropriate all property owners within Venetian Isles. The committee may also manage a public website to aid in this process.

Section 2. Other Committees. At any time, with the approval of the Board of Directors, the President may create other committees on any subject for which there are no standing committees of the Association.

Section 3. Committee Members. Each committee shall consist of at least three (3) members including the chairman. The chairman of each standing or other committee shall appoint the members as necessary to effectuate the purposes of the committee. The members of each standing or other committee shall serve at the pleasure of the chairman, who shall have the power to fill vacancies in the

membership of the committee. A majority of the members of each committee shall constitute a quorum of that committee for the transaction of business.

ARTICLE VIII

RECORDS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and shall end on the last day of December of each year. The Board of Directors is expressly authorized to change this fiscal year at any time for the convenience of the Association.

Section 2. Records. The Association shall maintain accounting records according to approved accounting practices. The Association shall also maintain a record of the minutes of all meetings of the members and of the Board of Directors, and shall maintain a record of the names and mailing addresses of the officers, directors and members of the Association. All books and records of the Association shall be made available for inspection by any member in good standing upon written request to the President, Secretary or the Treasurer.

Section 3. Corporate Seal. The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year and state of incorporation and the word "nonprofit". Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, printed, drawn, or otherwise reproduced.

ARTICLE IX

ANNUAL DUES

Section 1. Annual Budget. The Treasurer shall prepare a proposed Annual Budget for each fiscal year of the Association and shall submit the same to the Board of Directors for consideration not later than thirty (30) days prior to the beginning of the fiscal year. The Annual Budget shall take into account the estimated expenses and income for the fiscal year. The Annual Budget shall be approved by the Board of Directors prior to the beginning of the fiscal year.

Section 2. Annual Dues. The annual dues of the Association shall be in such amount as may be fixed by the Board of Directors prior to the beginning of each fiscal year. A new owner who becomes a member of the Association in the second half of the year shall only be required to pay one-half (1/2) of the annual dues for that year. An existing member who has not paid the annual dues for the current year shall be considered not in good standing and his membership

shall be subject to cancellation in the event annual dues have not been paid by the member before the call to order of the Annual Meeting. Delinquent members may be reinstated at any time during the year by payment of the full annual dues.

ARTICLE X

Amendment of By-Laws

These By-Laws may be amended at any regular meeting of the Association by a two-thirds vote of those voting members in good standing present in person or by proxy provided that the amendment has been submitted in writing at the previous regular meeting.