

**THE RIVER RIDGE HOME OWNERS ASSOCIATION
OF MARTIN COUNTY, INC.
AMENDED AND RESTATED BYLAWS**

ARTICLE I

Definitions

“Association” means THE RIVER RIDGE HOME OWNERS ASSOCIATION OF MARTIN COUNTY, INC., a nonprofit corporation organized and existing under the laws of the State of Florida.

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

“RIVER RIDGE Property” means any property subject to the indenture of the covenants, liens or charges imposed thereby.

ARTICLE II

Location

The principal office of the Association shall be located at: The management company as to be determined by the Board of Directors.

ARTICLE III

Membership

1. Eligibility. The Members of the Association are determined by Article V of its Articles of Incorporation. The rights of Members are subject to (a) the payment of the quarterly charges imposed by the Protective Covenants, and (b) compliance with the terms of the Protective Covenants and the rules and regulations of the Board of Directors regarding the use of RIVER RIDGE Property and the conduct of Members, their families, their tenants, and the guests of any thereof. As provided in the Articles, the voting and other membership rights of any Member may be suspended by action of the Directors during any period when such Member shall have failed to pay any Quarterly Charges then due and payable; but, upon payment of such Charges, the Member's rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of River Ridge Property or any Common Facilities, or the personal conduct of any person thereon, the voting or other membership rights of any Member may be suspended by action of the Board of Directors for a period not to exceed 30 days, if the Member, any member of their family, their tenants, or the guests of any thereof shall have violated such rules and regulations.

2. Rights and perquisites of membership. Each Member is entitled to the use and enjoyment of the RIVER RIDGE Property and Community Facilities. Such rights may be delegated to and exercised by all members of their family who reside upon the Property, any of the Member's tenants who reside there under a lease, and the guests of any thereof. Each Member shall notify the Secretary of the Association in writing of the name and relationship to the Member of any person who shall be entitled to exercise such rights under this Section. The rights and privileges of such person are subject to suspension by the Board in the same manner and for the same reasons as those of any Member under the preceding Section.

ARTICLE IV

Meetings of Members

1. Annual meetings. The Annual Meeting of the Members shall be held at the office of the Association specified in Article II above or at any other address specified in the Notice of the Meeting, at a location and on a date and at a time determined by the Board of Directors.

2. Special meetings. Special meetings of the Members for any purpose may be called at any time by the President, the Executive Vice President, or by any three or more Directors. The Secretary shall call a special meeting upon written request of the members who have a right to vote one-fourth (1/4) of all of the votes of the entire membership.

3. Notices. Notice of meetings shall be given to the Members by the Secretary or other person as designated by the Board of Directors. Notice may be given to the Member either personally, or by mailing a copy of the Notice, postage prepaid, to the address appearing on the books of the Corporation. (Each member shall register their address and any change in address with the Secretary.) Notice of any meeting, regular or special, shall be mailed no less than ten nor more than 50 days in advance of the meeting and shall set forth the purposes of the meeting.

4. Proxy voting. At any membership meeting the presence, whether in person or by proxy, of Members entitled to vote not less than 10% of the total membership vote, shall constitute a quorum for the transaction of business. All proxies shall be in writing and be filed with the Secretary at the commencement of the meeting. Any proxy given by a person who shall not be a qualified Member at the date of the meeting and any proxy given more than 11 months before the date of the meeting shall be void.

ARTICLE V

Board of Directors

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

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

3. Vacancies. Vacancies in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors and any such appointed Director shall hold office for the unexpired term of their predecessor in office.

ARTICLE VI

Directors' Meetings

1. Annual meetings. The Annual Meeting of the Board of Directors shall be held immediately following adjournment of the Annual Meeting of the Members in each year.

2. Monthly meetings. A regular meeting of the Board of Directors shall be held at the River Ridge Clubhouse on the third Monday of every month at 7:00 pm. The Board of Directors may, by resolution, change the day and hour or the place of holding such regular meetings. If the day of the regular meeting should fall upon a holiday, the meeting shall be rescheduled by the Board of Directors.

3. Notices; waiver. Unless required by law, no notice need be given for the Annual or any regular meeting of the Board. Notice of any special meeting shall be sufficient if mailed to each Directors, postage prepaid, at their address as it appears on the records of the Association, at least three days before the meeting or given personally or by telephone not later than the day before the meeting. No notice need be given to any Director who attends the meeting, or to any Director who in writing (before or after the meeting) waives such notice.

4. Special meetings. Special meetings of the Board of Directors shall be called by the Secretary upon request by any officer of the Association or by any two Directors.

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

ARTICLE VII

Election of Directors

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

2. Nominations; nominating committee. The Board of Directors shall mail a letter to all owners in advance of the annual members' meeting asking for the names of owners who have interest in being on the Board of Directors. Nominations for election to the Board of Directors shall be made by the Nominating Committee, which shall consist of a Director, who shall be the Chairman, and one or more Members of the Association, or an officer of a corporate member. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Meeting of the Members to serve during such Annual Meeting and until the next Annual Meeting or until its successor shall have been

duly designated and qualified. The members of the Nominating Committee shall be announced at each Annual Meeting of the Members.

3. Nominees. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies to be filled. Such nominations may be made from among Members or nonmembers, as the Committee in its discretion shall determine. Nominations shall be placed on a written ballot as provided in Section 4 and shall be made in advance of the time fixed in Section 4 for the mailing of such ballots to the Members.

4. Procedure. All elections of the Board of Directors shall be made on written ballots which shall (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies; and (c) contain a space for a write-in vote by the members for each vacancy for any member who may nominate himself or herself from the floor of the annual members' meeting. Such ballot shall be prepared and mailed by the Secretary to the Members at least 14 days in advance of the date of the annual members' meeting.

5. Voting. Each Member shall be mailed a ballot on which they may cast the number of votes to which they are entitled. The completed ballot can either be mailed back to the Association or turned in at the annual meeting. The ballot shall bear on its face the name and signature of the Member, the number of votes being cast and such other information as the Board of Directors may determine will serve to establish the right to cast the vote or votes stated therein. If mailed back, the ballot shall be returned to the Secretary at such an address as may be clearly designated by the Secretary. If a ballot is mailed in, it must be accompanied by a valid proxy form or the ballot will be invalidated.

6. Processing. Upon the receipt of each return, the Secretary shall immediately place it in a safe place. The envelopes shall be turned over, unopened, to an Election Committee which shall consist of three persons appointed by the Board of Directors. The Election Committee shall adopt a procedure which shall (a) establish that the Member is entitled to cast either personally or by proxy, the number of votes indicated on the ballot; and (b) that the signature of the Member on the ballot is genuine; and (c) if the vote is by proxy, that the proxy has been filed with the Secretary as provided in Article IV, Section 4, and that each proxy is valid. After the procedure has been completed relative to a ballot the count of the vote shall be taken. All ballots and proxies as well as any continuing tally of the votes shall be kept by the Election Committee, when not being processed, in a safe place. The ballots shall be retained for 90 days after the meeting and then destroyed.

ARTICLE VIII

Officers

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

2. Election by Board of Directors. All officers shall be elected at such Annual Meeting of the Board and each officer shall hold office until the next Annual Meeting of the Board and until their successor shall have been duly elected and qualified or until their earlier death, resignation, or removal in accordance with the Bylaws. The officers shall be chosen by a majority vote of the Directors.

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

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

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

6. Treasurer; duties. The Treasurer shall personally or by designee receive and deposit in bank accounts approved by the Board all moneys of the Association and shall disburse such funds as directed by a resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for the disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association.

7. Books and accounting. The Treasurer shall personally or by designee keep proper books of account and cause an annual audit of the Association's books to be made by a certified public accountant at the completion of each fiscal year. He/She shall

prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its Annual Meeting.

ARTICLE IX

Committees

1. Standing committees. Standing committees of the Association shall be the Nominating Committee, the Social Committee, the Maintenance Committee, the Communications Committee, the Architectural Committee, the Security Committee and the Landscape Committee. Unless otherwise provided herein each committee shall consist of a Chairman and two or more Members as determined by the Board, at least one of whom shall be a Director. Each committee shall be appointed by the Board of Directors at its annual meeting to serve until the next Annual meeting of the Board and until its successor shall have been duly elected and qualified. The Board of Directors may appoint such other committees as it deems desirable. All committees exist and all committee members serve at the pleasure of the Board of Directors. As such, the Board of Directors may disband committees and remove committee members by a majority vote of the Board members present at a Board meeting at which there is a quorum.

2. Nominating committee. The Nominating Committee shall have the duties and functions described in Article VII.

3. Social committee. The Social Committee shall advise the Board of Directors on all matters pertaining to the social activities of the Association and shall perform such other functions as the Board, in its discretion, determines.

4. Maintenance committee. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of any RIVER RIDGE Property and Community Facilities of the Association, and shall perform such other functions as the Board, in its discretion determines.

5. Communications committee. The Communications Committee shall inform the Members of all activities and functions of the Association, and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Association.

6. Subcommittees. With the exception of the Nominating Committee, each committee shall have the power to appoint a subcommittee from among its membership and may delegate to any subcommittee any of its powers, duties and functions.

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

ARTICLE X

Books and Papers

The books, records and papers of the Association shall at all times, during normal business hours, be subject to inspection by any Member pursuant to applicable law.

ARTICLE XI

Corporate Seal

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

ARTICLE XII

Amendments

1. Amendment procedure. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of the majority of a quorum of the Members present in person or by proxy, or by the written consent of a majority of all the members, provided that those provisions of these Bylaws which are covered by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact covered by the Protective Covenants may not be amended except as provided therein.

2. Resolution of conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Protective Covenants and these Bylaws, the Protective Covenants shall control.

**CERTIFICATE OF AMENDMENT, AMENDING AND RESTATING THE
BYLAWS OF THE RIVER RIDGE HOME OWNERS ASSOCIATION OF MARTIN COUNTY, INC.**

I HEREBY CERTIFY that the amendments attached as Exhibit "1" to this Certificate was duly adopted as the Amended and Restated Bylaws of The River Ridge Home Owners Association of Martin County, Inc. The original Bylaws of The River Ridge Homeowners Association of Martin County, Inc. is recorded in Official Records Book 493 at Page 1243 of the Public Records of Martin County, Florida. Written consent to the Amendments was given in accordance with Section 617.0701(4) of the Florida Statutes.

DATED this 21st day of April, 2003.

WITNESSES:

THE RIVER RIDGE HOME OWNERS
ASSOCIATION OF MARTIN COUNTY, INC.

Paul Uhlman
Signature

Paul Uhlman
Print Name

By: [Signature]
Dino Tazzi, President

Grace C. Luper
Signature

Grace Luper
Print Name

By: [Signature]
Lanora E. Echells, Secretary

INSTR # 1663072
OR BK 01771 PG 0118
RECORDED 05/30/2003 09:49:11 AM
MARSHA EWING
CLERK OF MARTIN COUNTY FLORIDA
RECORDED BY L Pinera

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21st day of April, 2003, by Dino Tazzi, as President, and Lanora Echells, as Secretary of The River Ridge Home Owners Association of Martin County, Inc., who are Personally Known or Produced Identification .
Type of Identification Produced _____

NOTARY PUBLIC

(SEAL)

This instrument prepared by:
Scott A. Stoloff, Esquire
DICKER, KRIVOK & STOLOFF, P.A.
1818 Australian Avenue So.
Suite 400
West Palm Beach, Florida 33409

Sign [Signature]
Print _____

State of Florida

My Commission Expires _____



Nadine I. Inglis
Commission # OG 829533
Expires May 8, 2003
Bonded Thru
Atlantic Bonding Co., Inc.