



of the Members he represents as such Voting Member determines to be in the best interests of the Neighborhood at meetings of the Members of the Master Association called for such purpose. Nothing herein contained shall require that the Voting Member cast in the same manner all of the votes he is entitled to cast at the meetings of the Members of the Master Association, and the Voting Member may cast fewer than the total number of votes possessed by the Members.

(iii) Neighborhood Voting Member. The Voting Member of the Neighborhood shall be the President of the Sub-Association, or in his absence, the Vice President.

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(iv) Vote for Director. At the Turnover meeting and thereafter, the Voting Member may cast his vote for Director only for the Director vacancy set aside for the Middlemore Landings. In electing a Director, the voting Member is entitled to one (1) vote only, regardless of the total number of Members in the Neighborhood.

(v) Voting by Proxy. At all meetings of Members, Members may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Master Association. No proxy shall extend beyond a period of eleven (11) months.

(c). Master Documents. The Master Documents impose certain rights and obligations on the Owners. The Master Documents set forth the manner in which the Owners in the Neighborhood, their family members, guests, invitees and lessees may use and enjoy the Common Areas and the sharing of Operating Expenses. The Neighborhood Property and the provisions of this Declaration are subject to the Master Documents. Further, all the covenants set forth in the Master Documents including, but not limited to, the affirmative covenants and obligations to pay Operating Expenses, as therein set forth, shall run with the Neighborhood Property, and any assessments for Operating Expenses made pursuant to the Master Documents against any Unit shall be assessable against all of the Neighborhood Property as a whole.

Section 3.02. Middlemore Landings Homeowners' Association, Inc. (the "Sub-Association").

(a) Membership: Sub-Association. Each Owner shall be a member of the Sub-Association in accordance with the provisions of the Articles. The Sub-Association is a Neighborhood Association as defined in the Master Declaration and shall have all of the privileges, duties, and obligations of a Neighborhood Association, as set forth in the Master Declaration.

(b) Other Neighborhoods. The Sub-Association may or may not operate other neighborhoods within the Community of which the Middlemore Landings is a part and the Members in such neighborhoods shall be members of the Sub-Association.

(c) Title To Neighborhood Common Areas. Once title to a Neighborhood Common Area(s), or any portion thereof, becomes vested in the Sub-Association, such Neighborhood Common Area(s) shall not be abandoned, partitioned, alienated, released, transferred, hypothecated, or otherwise encumbered without first obtaining, until Neighborhood Turnover, the written approval of Declarant, and at least three-fourths (3/4) of the owners of Units in the Neighborhood excluding Declarant, and after Neighborhood Turnover, not less than a majority of the Units in the Neighborhood.

(d) Documents, Books, Records, Financial Statements. The Sub-Association shall make available to owners of Units, any Institutional Mortgagee, Declarant and/or the Master Association,

MARKUP #1 ->

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE BOARD & COUNSEL REVIEW

Sec. (iv) (p. 18): Proxy provision permits proxies to remain valid beyond 90 days (e.g., 11 months, 1 year, or indefinitely), conflicting with the mandatory 90-day statutory expiration limit.

Statutory / Legal Reference: Fla. Stat. § 720.306(8)(a) & 617.0721

Statutory Comparison: Although general Florida Not For Profit Corporation Act defaults (Fla. Stat. § 617.0721(3)) reference an 11-month proxy period for ordinary nonprofits, Fla. Stat. § 720.306(8)(a) (HOAs) and § 718.112(2)(b)3 (Condominiums) expressly override that period for community associations and mandate that a proxy is effective only for the specific meeting for which it was originally given and in no event is valid for a period longer than 90 days after the date of the first meeting for which it was given.

CURRENT WORDING IN DOCUMENT:

Yote for Director. At the Turnover meeting and thereafter, the Voting Member may cast his vote for Director only for the Director vacancy set aside for the Middlemore Landings. In electing a Director, the voting Member is entitled to one (1) vote only, regardless of the total number of Members in the Neighborhood.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

In accordance with Fla. Stat. §§ 720.306(8)(a) & 617.0721, a 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 no later than ninety (90) days after the date of the first meeting for which it was given. Every proxy is revocable at any time at the pleasure of the member executing it.