

RESOLUTION BY THE BOARD OF DIRECTORS OF THE
LAKE OF THE WOODS OF JACARANDA HOMEOWNER'S ASSOCIATION, INC.
TO ADOPT A BOARD MEMBER CODE OF CONDUCT & COMMUNICATION POLICY

WHEREAS, the Board of Directors ("BOARD") has determined that the establishment of a Code of Conduct for the BOARD and DIRECTORS would serve the best interest of the Lake of the Woods of Jacaranda Homeowner's Association, Inc. ("ASSOCIATION") by providing Board members ("DIRECTORS") with a better understanding of their responsibilities and the limitations of their office.

NOW, THEREFORE, LET IT BE RESOLVED, that the BOARD desires to establish a Code of Conduct for the BOARD.

This RESOLUTION is intended to set forth certain protocols and expectations relating to BOARD conduct, ethics and fiduciary responsibilities as a DIRECTOR of the ASSOCIATION and is intended to help ensure that each DIRECTOR will act in a trustworthy, diligent, honest and ethical manner while serving on the BOARD.

A. DEFINITIONS

The terms used in this RESOLUTION shall have the following meanings, unless the context otherwise requires:

ARTICLES means the Articles of Incorporation of the ASSOCIATION, as same may be amended from time to time.

DECLARATION means the Declaration of Covenants and Restrictions of the Lake of the Woods of Jacaranda Homeowner's Association, Inc., as same may be amended from time to time.

ASSOCIATION means the Lake of The Woods of Jacaranda Homeowner's Association, Inc., a Florida corporation not-for-profit.

BOARD means the Board of Directors of the ASSOCIATION.

DIRECTOR means any MEMBER elected or appointed to serve on the BOARD.

BYLAWS means the Bylaws of the ASSOCIATION, as same may be amended from time to time.

MEMBER means a registered owner with designated vote-casting rights associated with a numbered lot within the ASSOCIATION.

SUBJECT PROPERTY means the entirety of the Lake of the Woods of Jacaranda Homeowners Association, Inc. property as located in Sarasota County, Florida and legally described on Exhibit "A" attached hereto.

MANAGEMENT means the company that has been retained by the BOARD to provide property management services.

COMMON AREAS means any property, whether improved or unimproved, which is owned by the ASSOCIATION or which is otherwise declared to be a COMMON AREA by this DECLARATION, and is to be used by all of the residents within the SUBJECT PROPERTY, and their guests and invitees; COMMON AREAS may include, but are not limited to, parks; open areas, lakes, recreational areas, roads, entrance ways, parking areas and other similar properties.

LIMITED COMMON AREAS means any and all real property (or interest therein) located within the SUBJECT PROPERTY which may hereafter be specifically set aside for the common use and enjoyment only of owners of property in a particular subdivision or condominium or limited groups of subdivisions or condominiums within the SUBJECT PROPERTY.

B. ACCOUNTABILITY

DIRECTORS shall always and in all dealings remember that they are responsible to the MEMBERS and that all decisions and actions of the BOARD must first and foremost be to the benefit of the ASSOCIATION as a whole.

C. TRANSPARENCY

All decisions and actions of the BOARD shall be made or taken with open, clear, prompt, and complete communication within the BOARD and to the MEMBERS in accordance with the DECLARATIONS, BYLAWS, Rules and policies of the ASSOCIATION and in compliance with appropriate Florida Statutes.

D. BOARD DUTIES AND STANDARDS

The general fiduciary duties of the BOARD are to conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Statutes under Section 617.0302 and the ASSOCIATION BYLAWS and DECLARATION. These include, but are not limited to the following:

- 1) Enforcement of the ASSOCIATION governing documents, including but not limited to the ASSOCIATION's DECLARATION, BYLAWS, Operating Rules and internal policies
- 2) Collection and preservation of the ASSOCIATION's financial assets
- 3) Insuring the ASSOCIATION's assets against loss
- 4) Maintaining ASSOCIATION COMMON AREAS in a state of good repair
- 5) In order to fulfill those responsibilities, DIRECTORS shall
 - (a) Regularly attend BOARD meetings providing advance notice of any meeting that will be missed

- (b) Review, in advance, materials provided in preparation for BOARD meetings
 - (c) Review the ASSOCIATION's financial reports
 - (d) Make reasonable inquiry on agenda items and other items of business before making decisions and/or casting his/her vote.
- 6) DIRECTORS must at all times perform their duties in good faith, in a manner he/she believes to be in the best interests of the ASSOCIATION.

E. PROFESSIONAL CONDUCT

In general, DIRECTORS must conduct all dealings with third parties in good faith, in the best interests of the ASSOCIATION and in a manner that safeguards information that belongs to the ASSOCIATION as follows:

- 1) DIRECTORS shall not make any decisions that materially benefit themselves, their relatives, friends or business associates at the expense of the ASSOCIATION. Based on the foregoing, no DIRECTOR shall:
 - a) Solicit or receive any compensation, financial or otherwise, from the ASSOCIATION, or any third party, for serving on the BOARD.
 - b) Negotiate, provide instructions to or contract with any vendors, contractors or service providers on behalf of or for the ASSOCIATION without prior written BOARD approval.
 - c) Solicit or receive any material gift, gratuity, favor, entertainment, loan or any other things of value for himself/herself, his/her relatives, friends or associates from a person or company who is seeking a business or financial relationship with the ASSOCIATION.
 - d) Seek or obtain preferential treatment for himself/herself, his/her relatives, friends or associates through or as a result of such a person's membership on the BOARD or as an official representative of the ASSOCIATION.
 - e) Use ASSOCIATION property, services, equipment or business for the gain or benefit of himself/herself, his/her relatives, friends or associates, in any material respect, except as is provided for all members of the ASSOCIATION.
- 2) A DIRECTOR who has a conflict of interest in any business or matters before the BOARD shall be required to recuse himself/herself from all BOARD discussions, deliberations and decisions involving such business.
- 3) A DIRECTOR shall not vote on any of the following items (not an all-inclusive list):

- a) Discipline of the DIRECTOR or of another DIRECTOR with whom he/she has a special relationship.
 - b) An assessment against the DIRECTOR
 - c) A decision whether to foreclose on a lien on the DIRECTOR's property
 - d) Review of a proposed physical change to the DIRECTOR's property.
 - e) Transactions of any kind involving the DIRECTOR.
- 4) DIRECTORS are responsible for protecting the ASSOCIATION's confidential information, including both attorney-client privileged information and documents and informal DIRECTOR communications, documents and information. As such, no DIRECTOR may use the Association's confidential information for the benefit of himself/herself, his/her relatives, friends or associates or share any confidential information obtained as a BOARD with any non-BOARD members or third parties (other than agents, representatives or attorneys of the ASSOCIATION who also are bound to maintain the confidentiality of the information received) or generally disseminate any confidential information obtained as a BOARD to any non-BOARD members or third parties.

"Confidential information" includes, without limitation:

- a) Private or personal information about any DIRECTOR
 - b) Private or personal information about any MEMBER
 - c) Disciplinary actions against a MEMBER
 - d) Information about any MEMBER's delinquent assessment account.
 - e) The negotiation and formation of contracts with vendors, contractors or service providers.
 - f) Legal matters in which the ASSOCIATION is or may be involved.
 - i) DIRECTORS may not discuss the merits of pending legal matters in which the ASSOCIATION is involved with non-BOARD members, other than with MANAGEMENT and ASSOCIATION legal counsel.
 - ii) No director may waive the ASSOCIATION's attorney client privilege, except with the advance written approval of the BOARD.
- 5) Directors may not knowingly misrepresent facts and should refrain from disclosing information when not fully informed regarding any matter. All ASSOCIATION data, records and reports must be accurate and truthful in all material respects and be prepared in a proper manner.

6) Interaction with MANAGEMENT and Other Parties.

To ensure efficient MANAGEMENT operations, avoid conflicting instructions from the BOARD to MANAGEMENT and avoid potential liability of the ASSOCIATION, DIRECTORS shall observe the following guidelines:

- a) The BOARD President shall serve as liaison between the BOARD and MANAGEMENT and provide direction to MANAGEMENT on day-to-day matters. Should the BOARD President fail to carry out the management directives of the BOARD, other DIRECTORS may access or communicate with MANAGEMENT and provide direction on matters already decided by the BOARD.
- b) The BOARD President shall serve as liaison with the ASSOCIATION's legal counsel. Should the BOARD President fail to carry out legal directives of the BOARD, other DIRECTORS may access or communicate with ASSOCIATION's legal counsel and provide direction on matters already decided by the BOARD.
- c) In the event the President of the BOARD is unable to liaise with legal counsel due to a conflict of interest or other disqualifying circumstance, other DIRECTORS may access or communicate with ASSOCIATION's legal counsel and provide direction on matters already decided by the BOARD.
- d) DIRECTORS may not give direction to MANAGEMENT, vendors, contractors or service providers, unless such direction is germane to his/her assigned responsibilities or is expressly authorized by the BOARD to do so.
- e) No DIRECTOR may interfere with the conduct of the BOARD, as applicable, during meetings or at any time MANAGEMENT or a designated DIRECTOR is carrying out the decisions of the BOARD. Each DIRECTOR must comply with the decisions of a majority of a quorum of the BOARD even if they voted against that decision.
- f) DIRECTORS are prohibited from harassing, threatening or intimidating other DIRECTORS, MANAGEMENT, committee members, vendors, contractors, service providers or MEMBERS, whether orally, in writing, physically or otherwise.
- g) No DIRECTOR shall act independently in matters related to the ASSOCIATION, MEMBERS or interactions with vendors, contractors or service providers. DIRECTORS must always represent themselves as BOARD members when acting on behalf of the BOARD or ASSOCIATION.

F. BOARD COMMUNICATIONS AND RECORDS

ASSOCIATION Records. Notwithstanding all of the other requirements under Section 720 of the Florida Statutes, the requirements promulgated under Section 720.303(4)(a)(14) shall be followed:

(4) OFFICIAL RECORDS.

(a) The ASSOCIATION shall maintain each of the following items, when applicable, for at least seven (7) years, unless the governing documents of the ASSOCIATION require a longer period of time, which constitute the official records of the ASSOCIATION:

(14) "All other written records of the ASSOCIATION not specifically included in this subsection which are related to the operation of the ASSOCIATION."

DIRECTORS shall make and preserve an accounting of any meeting at which a quorum is present and ASSOCIATION business is discussed.

In order to provide continuity and to be in compliance with Florida Statutes, all DIRECTORS will be provided with an ASSOCIATION owned email account to use for all ASSOCIATION related communications. The email accounts will be position-specific, not attached to an individual. As such, there will be an Account for the President, the Vice-President, the Secretary, the Treasurer and Director at Large and any future accounts as the BOARD may authorize. DIRECTORS may not use ASSOCIATION-owned email accounts for private purposes, nor shall any ASSOCIATION business-related emails be deleted. The Secretary of the BOARD will administer the accounts. Upon leaving the BOARD, MEMBERS will hand off the email account along with the password to his/her successor. The email accounts will be archived on a rolling 7-year basis in accordance with Florida Statute.

G. PROFESSIONAL BEHAVIOR

DIRECTORS are obliged to act with proper decorum during BOARD Meetings and at any time they are carrying out the business of the ASSOCIATION. Although DIRECTORS may disagree with the opinions of others on the BOARD, or with the vote of a majority of the BOARD, each DIRECTOR must treat all other DIRECTORS with respect. Accordingly, DIRECTORS must endeavor to conduct themselves with courtesy toward each other, MEMBERS, MANAGEMENT, vendors, contractors and service providers. A decision of the BOARD (as defined under the BYLAWS) shall be considered the decision of the BOARD, and each DIRECTOR shall carry out and support the decisions of the BOARD, shall act in accordance with BOARD decisions and shall not act unilaterally or contrary to the BOARD's decision(s).

H. ADHERENCE TO DIRECTOR CODE OF ETHICS

Each DIRECTOR shall be required to comply with the above Policy at all times as a condition of Board service. Upon being elected or appointed to the Board, each DIRECTOR shall be provided with a copy of the CODE OF CONDUCT AND COMMUNICATIONS POLICY and shall sign a receipt for such which will be maintained in the ASSOCIATION records.

I. VIOLATIONS OF POLICY

DIRECTORS who violate any of the provisions of this Policy shall be deemed to be acting outside the course and scope of their authority, and may be subject to discipline in accordance with the ASSOCIATION's governing documents, including, without limitation:

- (1) Censure.
- (2) Removal as an officer of the BOARD.
- (3) Recall by MEMBERS.
- (4) Applicable legal action

EXHIBIT "A"

RECORDER'S MEMO: Legibility of writing, typing or printing for reproductive purpose may be unsatisfactory in this document when received.

DESCRIPTION

A PARCEL OF LAND LYING IN SECTION 23 & 26, TOWNSHIP 39 SOUTH, RANGE 19 EAST, SARASOTA COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHEAST CORNER OF THE NORTHEAST 1/4 OF SAID SECTION 26 AND THE NORTHEAST CORNER OF THE PLAT OF "SOUTHWOOD SECTION A" AS RECORDED IN PLAT BOOK 32 AT PAGES 1 TO 1E OF THE PUBLIC RECORDS OF SARASOTA COUNTY, FLORIDA, THENCE, ALONG THE SOUTHERLY LINE OF THE NORTHEAST 1/4 OF SAID SECTION 26 AND THE NORTHERLY LINE OF THE SAID PLAT OF "SOUTHWOOD SECTION A", NORTH 89° 14' 37" WEST, (ON AN ASSUMED BEARING) 863.61 FEET TO THE POINT OF BEGINNING, THENCE, CONTINUE ALONG THE PREVIOUSLY DESCRIBED LINE, NORTH 89° 14' 37" WEST, 1800.00 FEET TO THE SOUTHWEST CORNER OF THE NORTHEAST 1/4 OF SAID SECTION 26 AND TO A POINT ON THE EASTERLY BOUNDARY LINE OF THE PLAT OF "VENICE EAST SECTION ONE" AS RECORDED IN PLAT BOOK 12 AT PAGES 13 TO 13B OF THE PUBLIC RECORDS OF SARASOTA COUNTY, FLORIDA, THENCE, ALONG THE WESTERLY LINE OF THE NORTHEAST 1/4 OF SAID SECTION 26 AND THE EASTERLY BOUNDARY LINE OF THE SAID PLAT OF "VENICE EAST SECTION ONE", NORTH 01° 37' 56" EAST, 27.21 FEET, THENCE, ALONG THE NORTHEASTERLY BOUNDARY LINE OF THE SAID PLAT OF "VENICE EAST SECTION ONE" AND A LINE THAT IS 20.00 FEET NORTHEASTERLY OF AND PARALLEL WITH THE NORTHEASTERLY BOUNDARY LINE OF THE PLAT OF "VENICE EAST, SECTION ONE, SECOND ADDITION" AS RECORDED IN PLAT BOOK 16 AT PAGES 24 TO 24B OF THE PUBLIC RECORDS OF SARASOTA COUNTY, FLORIDA, NORTH 44° 12' 53" WEST, 1575.38 FEET, THENCE, ALONG THE WESTERLY RIGHT OF WAY LINE OF THE PROPOSED EXTENSION OF VENICE EAST BLVD. FOR THE NEXT SEVEN (7) CALLS, NORTH 45° 47' 07" EAST, 50.00 FEET TO A POINT OF CURVATURE OF A CURVE TO THE LEFT, THENCE, ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 23° 30' 00", A RADIUS OF 300.00 FEET, AN ARC LENGTH OF 123.05 FEET, A CHORD BEARING OF NORTH 34° 02' 07" EAST AND A CHORD OF 122.19 FEET TO A POINT OF TANGENCY, THENCE, NORTH 22° 17' 07" EAST, 290.00 FEET TO A POINT OF CURVATURE OF A CURVE TO THE RIGHT, THENCE, ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 23° 30' 00", A RADIUS OF 300.00 FEET, AN ARC LENGTH OF 123.05 FEET, A CHORD BEARING OF NORTH 34° 02' 07" EAST AND A CHORD OF 122.19 FEET TO A POINT OF TANGENCY, THENCE, NORTH 45° 47' 07" EAST, 337.15 FEET TO A POINT OF CURVATURE OF A CURVE TO THE LEFT, THENCE, ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 28° 52' 46", A RADIUS OF 300.00 FEET, AN ARC LENGTH OF 151.21 FEET, A CHORD BEARING OF NORTH 31° 20' 44" EAST AND A CHORD OF 149.62 FEET TO A POINT OF COMPOUND CURVATURE, THENCE, ALONG THE ARC OF A CURVE TO THE LEFT, SAID CURVE HAVING A CENTRAL ANGLE OF 31° 37' 14", A RADIUS OF 1630.00 FEET, AN ARC LENGTH OF 899.57 FEET, A CHORD BEARING OF NORTH 01° 05' 44" EAST AND A CHORD OF 888.20 FEET TO THE END OF SAID CURVE, THENCE, NORTH 78° 05' 54" EAST, 166.79 FEET TO THE POINT OF CURVATURE OF A CURVE TO THE LEFT, THENCE, ALONG THE ARC OF SAID CURVE HAVING A CENTRAL ANGLE OF 27° 54' 32", A RADIUS OF 468.28 FEET, AN ARC LENGTH OF 228.10 FEET, A CHORD BEARING OF NORTH 64° 08' 46" EAST AND A CHORD OF 225.86 FEET TO THE END OF SAID CURVE, THENCE, SOUTH 36° 08' 15" EAST, 440.95 FEET, THENCE, SOUTH 53° 51' 45" WEST, 155.28 FEET, THENCE, SOUTH 19° 13' 53" EAST, 290.01 FEET, THENCE, EAST, 670.00 FEET, THENCE, SOUTH 45° 26' 10" EAST, 1016.19 FEET, THENCE, SOUTH, 735.00 FEET, THENCE, SOUTH 17° 44' 37" EAST, 945.00 FEET TO THE POINT OF BEGINNING AND CONTAINING 119.1831 ACRES, MORE OR LESS.