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Tom Brooks

32801 N. U.S. 441 North, Lot #141
Okeechobee, Florida 34978

Via Email Only: Tbrooks@gunster.com

**Re: *Member Request to Change Rule 1.1 of Indian Hammock Hunt & Riding Club, Inc.
Book of Rules and Procedures***

Dear Tom:

You have received an inquiry from member David Etzion requesting that certain revisions be made to Rule 1.1 of the Club's Book of Rules and Procedures. Rule 1.1 currently states:

The club shall have exclusive responsibility and authority in the management and maintenance of the Property, including Common Areas, and the enforcement of the current Declaration of Restriction, Bylaws, Standard Operating Procedures (SOP'S), and Rules (Ex: Signs approved by the Board are Rules). The Club shall be managed and controlled by the Board. Only the Board can obligate the Club, and the President must sign all contracts.

Mr. Etzion has proposed that Rule 1.1 be revised to state:

The club shall have the exclusive responsibility and authority in the management and maintenance of the common ground for the benefit of all the members. Each member shall have the exclusive responsibility and authority in the management and maintenance of their lot, subject to the deed restrictions set up in the Declaration of Restrictions. The Club shall be managed and controlled by the Board. Only the Board can obligate the Club, and the President must sign all contracts.

The revisions proposed by Mr. Etzion would limit the Club to having exclusive responsibility and authority for the common grounds, and would provide that each member has the exclusive responsibility and authority for each member's respective lot, subject only to the deed restrictions set forth in the Club's Declaration. It is my opinion that such a revision would not be appropriate for the reasons set forth below.

Article III, Section 1 of the First Amended and Restated Declaration of Restrictions of Indian Hammock Hunt & Riding Club (hereinafter the "Declaration") states:

Section 1. The Club shall have exclusive responsibility and authority in the management and maintenance of the Property and the Common Areas and for the enforcement of the terms, conditions and covenants of this Declaration of Restrictions.

"Property" is defined in Article I of the Declaration as the real property shown on the plat of Indian Hammock Hunt & Riding Club, Inc.

Article III, Section 3 of the Declaration states:

Section 3. The Club may promulgate from time to time such reasonable rules and regulations governing the use and enjoyment of the Common Area and the Residential Lots as it deems necessary or desirable, including rules and regulations which may limit or temporarily prohibit the use of certain facilities and/or property (the "Rules"). (emphasis added).

Article IV, Section 1 of the Club's Bylaws state:

Section 1. The business and property of the Club shall be managed by a Board of three (3) directors until the first annual meeting of members; thereafter, the Board shall consist of from three (3) to thirteen (13) members as shall be determined by the members at the annual meeting or at a special meeting called for that purpose.

Article IV, Section 10 of the Bylaws state:

Section 10. The directors shall have such additional powers and authority as provided in these By-Laws and as are conferred by the Articles of Incorporation of this Club, the laws of the State of Florida, and the Declaration of Restrictions now or hereafter governing the use, enjoyment and maintenance of the Subdivision.

The Articles of Incorporation for the Club provide that the Club was formed as a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes. Article VI of the Articles of Incorporation states, in pertinent part:

The affairs of the Club shall be managed by the Board of Directors, which shall elect the officers of the Club in the manner provided by the By-Laws.

In accord with the above quoted sections of the Club's Declaration, Bylaws and Articles of Incorporation, it is clear that the Club has exclusive responsibility and authority for the management and maintenance of all of the property within the Club, including the Residential Lots and Commons Areas. The Club also clearly has the authority to create and enforce reasonable rules and regulations governing the use and enjoyment of the Commons Areas and the Residential Lots. As all of the business, property and affairs of the Club must be managed by its Board of Directors, the Board has the power to create and impose reasonable rules and regulations governing the use and enjoyment of the Common Areas and the Residential Lots. The Board has the power to pass such rules and regulations as long as such rules and regulations do not contravene either express provisions of the Declaration or a right reasonably inferable from the Declaration. See *Beachwood Villas Condominium v. Poor*, 448 So.2d 1143 (Fla. 4th DCA 1984).

The revisions to Rule 1.1 as proposed by Mr. Etzion would limit the Club's ability to impose reasonable rules and regulations on the Residential Lots contrary to the express terms of the Declaration. Therefore, the revisions are not appropriate.

Please feel free to call me to discuss in the event you have any questions.

BRENNAN & KRETSCHMER

Fred L. Kretschmer, Jr.

By: _____
Fred L. Kretschmer, Jr.

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enclosure