

ATTORNEY-CLIENT PRIVILEGED

June 30, 2008

Sent via U.S. Mail and email to wwagne2@embarqmail.com

Board of Directors
The Lakes of Estero Homeowners Association, Inc.
Attn: Wanda Wagner, Treasurer
21858 Rainbow Lake Court
Estero, Florida 33928

***RE: Challenge to Number of Owners Needed to Pass Amendments
Our File No. 81890.001***

Dear Board Members:

This correspondence is in response to your request for a legal opinion with regard to the above-referenced matter. I understand that two members of the Lakes of Estero Homeowners Association, Inc. ("Association") have asserted that a homeowners association may not amend its documents with the approval of 66% of the members present at a duly called meeting at which quorum is obtained under Florida law.

Although I am not sure of their argument, whether they are referring to the provision in the current documents or the proposed Amended and Restated documents, however, there are a couple of issues that could be involved. First, they could be confused by Florida Statutes, Section 720.306(1)(b), which provides:

Unless otherwise provided in the governing documents or required by law, and other than those matters set forth in paragraph (c), any governing document of an association may be amended by the affirmative vote of two-thirds of the voting interests of the association.

However, both the current and proposed Amended and Restated documents provide otherwise, therefore this section is not applicable.

Further, Florida Statutes, Section 720.306(1)(a) provides:

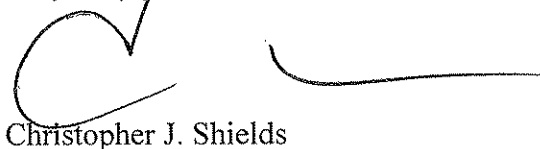
Unless a lower number is provided in the bylaws, the percentage of voting interests required to constitute a quorum at a meeting of the members shall be 30 percent of the total voting interests. Unless otherwise provided in this chapter or in the articles of incorporation or bylaws, decisions that require a vote of the members must be made by the concurrence of at least a majority of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained.

Therefore, pursuant to Florida law, in a homeowners association setting, the quorum requirement may not be more than 30% of the total voting interests and vote required to approve decisions, including amendment of documents, may not be less than a majority of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained.

The current documents provide that the Declaration may be amended with the consent of the Owners owning two-thirds (2/3) of all Lots; together with the approval or ratification of the majority of the Board. The proposed Amended and Restated documents provide that the Declaration may be amended with the approval of sixty-six and 2/3 percent (66 2/3 %) of the Board; and sixty-six and 2/3 percent (66 2/3%) of those members present, in person or by proxy, at a duly called meeting of the membership. In addition, the proposed Amended and Restated Bylaws contain a 30% quorum requirement. Accordingly, neither violate Florida law.

As always, it is a pleasure to be of assistance. Please feel free to contact me if you have any questions or wish to discuss this matter further.

Very truly yours,

A handwritten signature in black ink, appearing to read "Christopher J. Shields", with a long horizontal flourish extending to the right.

Christopher J. Shields

/SLB

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