

PL HOA, INC. BYLAWS

Plantation Landings

HOME OWNERS ASSOCIATION, INC. BYLAWS



April 6, 2000
Plantation Landings
Homeowners Association

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BYLAWS OF

PLANTATION LANDINGS HOMEOWNERS ASSOCIATION, INC.

A Not-For-Profit Florida Corporation

ARTICLE I.

NAME, REGISTERED OFFICE AND REGISTERED AGENT

Section 1. **NAME.** The name of this corporation (hereinafter referred to as the “Association”) is:

PLANTATION LANDINGS HOMEOWNERS ASSOCIATION, INC.

Section 2. **REGISTERED OFFICE AND REGISTERED AGENT.** The address of the registered office of this Association and agent at said address is:

Lee Jay Colling, Esquire
1920 Robinson Street
Orlando, Florida 32803

**ARTICLE II.
SEAL**

The seal of this Association shall have inscribed on it the name of the Association, the date of its organization and the words "Corporate Seal, State of Florida" or the words "corporate seal" or their equivalent.

**ARTICLE III.
POWERS**

The Directors of the Association and the operation of the Association itself shall be governed by the Bylaws.

**ARTICLE IV.
MEMBERSHIP**

Section 1. **MEMBERS.** All persons owning mobile homes and leasing lots located in Plantation Landings Mobile Home Park, Haines City, Florida (the Park) shall be eligible for membership in this Association and upon becoming a member in good standing, shall be entitled to all membership rights and privileges, except that any person related to the park owner including but not limited to employees, agents, shareholders, officers, directors, partners or relatives by blood or marriage, of their respective spouses or cohabitants, shall not be eligible to serve on the Board of Directors.

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Section 2. **ASSOCIATE MEMBERS.** All persons renting a mobile home in the Park shall be eligible for associate memberships. Associate members shall pay the same dues as members and shall be entitled to all benefits except that associate members shall have no voting rights.

Section 3. **MEMBERSHIP-CERTIFICATES.** No membership certificates shall be issued by the association.

Section 4. **MEMBERSHIP DUES AND ASSESSMENTS.** Members shall pay all dues and assessments as levied by the Association. Failure to make payment of Associate dues or assessments shall result in loss of all membership rights and privileges. Dues are payable by December 31st for the following year. Residents who become members prior to July 1st shall pay full dues. Residents who become members after July 1st shall be assessed fifty (50) percent of annual dues. Residents

who are former members of the Homeowners Association shall pay full dues when they rejoin regardless of what time of the year they renew.

Section 5. **MEMBERS IN GOOD STANDING.** “Members in good standing” or “associate members in good standing” are defined as members who are current in payment of all Association dues or assessments and who are in compliance with the Articles of Incorporation, Bylaws and regulations of the Association.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. **PLACE OF MEETINGS.** Meetings of the members shall be held at the office of the Association, the park clubhouse, or recreation hall or at any other place within the State of Florida that the Board of Directors or members may from time to time elect.

Section 2. **ANNUAL MEETINGS.** The annual meetings of the members shall be held on the second Monday of January, at the time to be designated by the Board of Directors. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the noticed hour on the first day following which is not a legal holiday. At the annual meeting the members shall elect a Board of Directors in accordance with these Bylaws and shall transact other business. If an annual meeting has not been called and held within six months after the time designated for the annual meeting, any member or members may call the meeting.

Section 3. **MONTHLY MEETING.** Other membership meetings shall be held the second (2nd) Monday of February, March, April, October, November and December.

Section 4. **SPECIAL MEETINGS.** A special meeting of the members may be called at any time by the President or by the majority of the Board of Directors.

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A special meeting shall be held if ten (10%) percent of the members sign, date, and deliver one or more written demands for the meeting to the corporation’s secretary. Said demands must describe the purpose or purposes for which the meeting is to be held.

Section 5. **ACTION BY WRITTEN AGREEMENT.** The members can act by written agreement of the members without meetings on the condition that the written agreement is agreed to and signed by at least fifty-one (51%) per cent of the members and the written agreement is posted in a conspicuous place upon the park property within fourteen (14) days after the date of the written agreement. The written agreement shall be filed with the minutes of proceedings of the members.

Section 6. **NOTICE OF MEETINGS.** Written notice of all special or regular meetings of the members, stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes of the meeting, shall be given by the Secretary of the Association, or by the person authorized to call the meeting, to each member of record entitled to vote at the meeting. This notice shall be sent or

delivered to each member at least fourteen (14) but not more than (60) days before the date named for the meeting. Notice of annual meeting shall be as set forth above except that all notices of annual meetings shall be sent by mail to the member's address appearing on the books of the Association. In addition, the notice of all regular, special and annual meetings shall be posted in a conspicuous place on the park property at least fourteen (14) days prior to the meeting. Unless a member waives in writing the right to receive notice of the annual meeting by mail, the notice of the annual meeting shall be sent by mail to each member, and the mailing thereof shall constitute notice. Members may elect to receive notice by hand delivery, if such election is made in writing by the member. Waivers of receipt of the notice of the annual meeting by mail must be filed in the corporate records and maintained therein for the duration of the waiver.

Section 7. **AFFIRMATION OF NOTICE.** An officer of the Association shall provide an affidavit affirming that the notices were mailed or hand delivered and posted in a conspicuous place on the park property, in accordance with Section 6 herein and said statement shall be filed in the Association's records.

Section 8. **WAIVER OF NOTICE.** Members may waive notices of a special meeting or annual meeting in writing either before or after the meeting and the waiver shall be deemed the equivalent of giving notice.

Section 9. **VOTING RIGHTS AND REGULATIONS.** In any regular or special membership meeting, the owners of a mobile home located on a lot in the park (Unit(s)) shall be entitled to cast one (1) vote for each Unit. When a Unit is owned by one (1) person his or her right to vote shall be established by the record title of his Unit. If a Unit is owned by more than one (1) person or is under

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lease, the person entitled to cast the vote for the Unit shall be designated by a Certificate signed by all of the Record Owners of the Unit and filed with the Secretary of the Association. In the event a Unit is owned by a corporation the person entitled to cast the vote shall be designated by Certificate with the Secretary of the Association. Such Certificate shall be valid until it is revoked or superseded by a subsequent Certificate or until the ownership of the Unit is changed or recorded. For the purposes of this paragraph a purchaser under a Contract for Sale shall not be regarded as an owner. The proper filing of a Certificate designating the person entitled to cast the vote of a Unit is a condition precedent to that person's vote. In the event such a Certificate is not on file the vote of such owner shall not be considered in determining whether a quorum is present nor for any other purpose, except if the home is owned jointly by a husband and wife, they may, without being required to do so, designate a voting member in the manner provided above. In the event a husband and wife do not designate a voting member, the following provisions shall apply:

- A. If both spouses are present at a meeting and are unable to concur in their decision upon any subject requiring their vote, they shall lose the right to vote on that subject at that meeting, provided that their vote

shall be considered in determining whether a quorum is present on that subject at the meeting.

- B. If only one (1) spouse is present at a meeting, the person present shall be counted for the purposes of a quorum and may cast the vote for the Unit, just as though he or she owned the Unit individually, and without establishing the concurrence of the absent person.
- C. If both spouses are present at a meeting and concur, either one may cast the vote for the Unit.

Section 10. **PROXIES.** A member entitled to vote may vote in person or by proxy executed in writing by the member or his or her attorney in fact. All proxies shall be in writing and filed with the Secretary of the Association before the appointed time of the meeting in order to be effective. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than one hundred twenty (120) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the member executing it.

Section 11. **QUORUM.** The presence in person or by proxy of 30% of the members entitled to vote shall constitute a quorum at member meetings requiring a vote on any business of the corporation except that related to the exercise of the rights provided in Chapter 723.071, Florida Statutes, Sale of Mobile Home Parks. The exercise of the right to purchase the park as set forth in Chapter 723.071, Florida Statutes, requires a quorum to be a majority (50% +1) of the

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members. Therefore for all meetings of the members relating to the exercise of the rights provided in Chapter 723.071, Florida Statutes, the presence in person or by proxy of a majority (50% +1) of the members entitled to vote shall constitute a quorum. All decisions or actions taken shall be made by a majority (50% +1) of the quorum in attendance and the affirmative vote of those members present shall be the act of the Association.

In those instances where there is a quorum present at the beginning of any duly organized meeting, the members present can continue to do business until adjournment even though members have withdrawn from the meeting leaving less than a quorum present.

Meetings of members for informal, reporting and discussion purposes may be held without the presence of a quorum. No action or other business requiring the members may be taken without the presence of a quorum.

Section 12. **CONDUCT.** All meetings of the Association and its committees shall be conducted in accordance with Robert's Rules of Order and the Bylaws of the Association. In the event there are questions as to procedure, the presiding officer shall refer the question to the Parliamentarian for a ruling thereon. If no Parliamentarian has been appointed, the presiding officer shall make the ruling.

Unless authorized by the President, only members in good standing, as defined in Article IV, Section 5 herein, may address the officers and Board of Directors at a Board of Directors meeting or the President, the Chair or the membership at a meeting of members.

Section 13. **ORDER OF BUSINESS.** The order of business at all annual of special meetings of the members shall be as follows:

- A. Call to order and verify a quorum present;
- B. Roll call;
- C. Proof of notice of meeting or waiver of notice;
- D. Reading of minutes of previous meeting;
- E. Election of directors (if election is to be held);
- F. Report of officers;
- G. Report of committees;
- H. Correspondence;
- I. Unfinished Business;
- J. New Business;
- K. Adjournment

Section 14. **MINUTES.** Minutes of all meetings of members shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and board members at reasonable times. The Association shall retain these minutes for a period of not less than seven (7) years.

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Section 15. **ADJOURNMENTS.** Any meeting of members may be adjourned. Notice of the adjourned meeting or of the business to be transacted there other than by announcement at the meeting at which the adjournment is taken shall not be necessary. If, however, after the adjournment the board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given in compliance with Section 5 hereof to each member of record on the new record date entitled to vote at such meeting. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 16. **FIXING OF RECORD DATE.** For the purpose of determining members entitled to notice of, or to vote at, any meeting of members, or any adjournment thereof, or in order to make a determination of members for any other purpose, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than sixty (60) days and, in case of a meeting of members not less than ten (10) days prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed for the determination of members entitled to notice or to vote at a meeting of members, the date on which notice of the meeting is mailed, shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made, as provided herein, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 17. **VOTING LISTS.** The officer or agent having charge of the membership books of the Association shall make, at least ten (10) days before each meeting of members a complete list of the members entitled to vote at such meeting or any adjournment thereof. Such list shall be kept on file at the registered office of the Association for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member at any time during the meeting.

ARTICLE VI BOARD OF DIRECTORS: SELECTION-TERM OF OFFICE

Section 1. **NUMBER.** The business and affairs of the Association shall be managed and governed by a Board of Directors composed of nine (9) directors, none of whom need to be a resident of the State of Florida, but all of whom must be members in good standing.

Section 2. **TERM OF OFFICE.** Those persons named in the Articles of Incorporation as directors shall hold office and comprise the Board of Directors until the first meeting of the members, at which meeting an election of directors

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shall be held and the successors to the original directors chosen by the members. There shall be no restriction on the number of terms which a director of this Association may be elected. A director shall hold office for a term of three years and shall be so elected that one third are elected each year. The directors shall hold office until their successors have been elected and qualified.

Section 3. **REMOVAL-VACANCY.** Any director may be removed from the board with or without cause, by a majority of the members of the Association. A special meeting of the members to recall a member or members of the Board of Directors may be called by ten (10%) per cent of the members giving notice of the meeting as required for a meeting of members, and the notice shall state the purpose of the meeting. In the event of death, resignation, removal of a director or any vacancy created by reason of an increase in the number of directors, the vacancy may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors. A director elected to fill a vacancy shall hold office until the next election of directors.

Section 4. **COMPENSATION.** No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of his or her duties. A director may serve the Association in a capacity other than director and receive compensation for the services rendered in that other capacity.

Section 5. **FIDUCIARY DUTY.** The directors of the association have a fiduciary duty to the members when acting on behalf of the Association.

ARTICLE VII.

NOMINATION AND ELECTION OF DIRECTORS

Section 1. **NOMINATION.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. 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 that are to be filled.

Section 2. **ELECTION.** Election to the Board of Directors shall be by secret written ballot unless this method is waived by a majority of the members in attendance at the meeting. At such election the members entitled to vote or their proxies shall cast one (1) vote per each vacancy. The persons receiving a plurality of the votes cast shall be elected. Cumulative voting is not permitted.

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ARTICLE VIII. MEETINGS OF DIRECTORS

Section 1. **REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held at least six (6) times each year, at such place, date and hour as may be fixed from time to time by resolution of the Board. Should such regular meeting dates fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday. Notice of the date, time and place of all regular meetings of the Board of Directors shall be posted in a conspicuous place upon the park property at least forty-eight (48) hours in advance, except in an emergency.

Section 2. **SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director of the date, time, and place of the meeting. Notice of special meetings shall be posted in a conspicuous place upon the park property at least forty-eight (48) hours in advance, except in an emergency. The notice of special meetings shall contain the purpose or purposes of the meeting. Notice of any meeting, regular or special, in which assessments against members are to be considered for any reason, shall specifically contain a statement that assessments will be considered and the nature of such assessments.

Section 3. **EMERGENCY MEETINGS.** Emergency meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors. Emergency meetings of the Board of Directors may be held by telephone conference. Emergency decisions, as determined by the President or a majority of the Board of Directors, may be made by means of a designated officer or member of the Board polling the members of the Board by telephone and any such emergency issue or question shall be determined by affirmative vote of a majority of the Board which

shall then be considered to be the action of the Board. Minutes of any emergency meeting of the Board, whether by telephone conference, telephone polling or otherwise, shall be filed by the Secretary or other designated officer, and the correctness of the minutes shall be certified by said officer and posted in a conspicuous place upon the park property within fourteen (14) days after the date of the emergency meeting. It is contemplated that emergency meetings include but not be limited to such subjects as redesignation of the Homeowners Committee, filling vacancies on the Board of Directors of officers of the Association and the conduct of necessary or important business while a majority of the Board of Directors is not present in the State of Florida.

Section 4. **ACTION BY WRITTEN AGREEMENT.** The Board of Directors may act or render decisions by written agreement without meetings on the condition that the written agreement is agreed to and signed by all of the Board of

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Directors and the written agreement is posted in a conspicuous place upon the park property within fourteen (14) days after the date of the written agreement.

Section 5. **OPEN MEETINGS.** All regular and special meetings of the Board of Directors shall be open to all members of the Association.

Section 6. **QUORUM.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. Directors may not vote by proxy or by secret ballots at Board meetings, except that officers may be elected by Secret Ballot. A director may join in the action of a meeting of the Board by signing the minutes thereof and such signing shall constitute the presence of such director for the purpose of determining a quorum. If at any meeting of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any meeting that takes place on account of a previously adjourned meeting, any business which might have been transacted at the meeting originally called may be transacted. In the case of the adjournment of a meeting, no further notice of the adjourned meeting need be given unless otherwise determined by the Board. Members of the Board of Directors shall be deemed present at any meeting held by conference telephone or similar communications equipment where all persons participating in the meeting can hear each other.

Section 7. **NOTICE OF DIRECTORS MEETING.** Notice of Directors meetings shall be posted in a conspicuous place upon the park property at least forty-eight (48) hours in advance, except for emergency meetings. Notice of any Directors meeting in which assessments against members are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of such assessments.

Section 8. **WAIVER OF NOTICE.** A director may waive in writing notice of a regular or special meeting of the Board of Directors either before or after the meeting, and his waiver shall be deemed the equivalent of getting notice. Attendance of a

director at any meeting shall constitute waiver of notice of that meeting unless the director attends with the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 9. **MINUTES.** Minutes of all meetings of the Board of Directors shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and Board members at reasonable times. The Association shall retain these minutes for a period of not less than seven (7) years.

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Section 10. **BUDGET.** The annual budget of the Association may be adopted by the members or by the Board of Directors as determined by resolution of the Board of Directors. The Board of Directors shall mail a meeting notice and copies of the proposed annual budget of expenses to the members not less than thirty (30) days prior to the meeting at which the budget will be considered. If the budget is to be adopted by the Board of Directors, the members shall be given written notice of the time and place, as aforesaid, of the meeting of the Board of Directors in which the budget will be considered. This meeting shall be open to all members. If the budget is to be adopted by the members per resolution of the Board of Directors, the Board shall propose a budget to the members at a meeting of the members or in writing, and if the budget or proposed budget is approved by the members at the meeting or by a majority of their whole number in writing, that budget shall be adopted.

Section 11. **PARLIAMENTARIAN.** The Board may appoint a parliamentarian whose duties shall be prescribed by the Board.

ARTICLE IX. OFFICERS

Section 1. **ENUMERATION OF OFFICERS.** The officers of the Board of Directors and the Association shall be one and the same and shall be a president, vice president, a secretary and treasurer, and such other officers as the Board may create by resolution from time to time. All officers shall at all times, be members of the Board of Directors and no officers may be elected or appointed who are not members of the Board of Directors.

Section 2. **ELECTION OF OFFICERS.** The election of officers shall take place at the first meeting of the Board of Directors which shall immediately follow the adjournment of each annual meeting of the members.

Section 3. **TERM.** The officers shall be elected annually by the Board of Directors and each shall hold office for one year unless he or she shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. **SPECIAL APPOINTMENTS.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine. Such additionally elected officers shall be chosen from the Board of

Directors and shall at all times be members of the Board of Directors.

Section 5. **COMMITTEES.** The Board of Directors may designate one or more committees and appoint all chairmen and members. Each committee chairman shall continue to serve until the beginning of the next calendar year, or until a successor is appointed, unless the committee is terminated or such member

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removed. With the exception of the Homeowners Committee and the Park Purchase Committee, vacancies may be filled by the committee chairman.

- A. The Homeowners Committee shall consist of at least three (3) but not more than five (5) members appointed by the Board of Directors. Initially one or two members shall serve a three (3) year term, one or two members shall serve a two (2) year term and one shall serve a one (1) year term. After this initial term members shall serve three (3) year terms. The duties of this committee are to represent the interest of the Association to the Park owners relating to rents, rules and regulations, and changes in service. In conformance with the rules and regulations of the Department of Business Regulations, this committee is further authorized to represent the interest of the Association in any subsequent mediation or arbitration proceedings that may arise in accordance with Florida Administrative Code 61B-32.003.
- B. The Park Purchase Committee shall consist of at least three (3) but not more than five (5) members appointed by the Board of Directors. Initially one or two members shall serve a three (3) year term, one or two members shall serve a two (2) year term and one shall serve a one (1) year term. After this initial term members shall serve three (3) year terms. The duties of this committee are to prepare and keep current park purchase financial information. It is to negotiate for and acquire the Park on behalf of the members of the Association as stated in Article V, Section D in the Articles of Incorporation.
- C. The Welcoming Committee shall consist of the Vice President as chairman and as many more members as may be deemed necessary. Its duties shall be to welcome newcomers, including renters to the Park, inform them of activities in the clubhouse and invite the owners to become members of the Association.
- D. The Ways and Means Committee shall make and maintain an inventory of Association property and investigate all proposed capital expenditures and present findings to the Board. It shall cooperate and coordinate with other committees in evaluating all capital expenditures and assist in planning events whose sole purpose is to raise money.
- E. The Social Committee shall take charge of social events, shall present a yearly calendar of proposed functions that require the spending of social funds to the Board of Directors, and shall appoint a co-chairman for the regular events.

F. The Health and Welfare Committee shall be informed of the illness or death or hospital stay of any park resident. Upon the death of a

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member of the Association, a donation of \$25.00 shall be made to the charity designated by the family. Members or their neighbors should promptly inform the Committee when such events occur.

G. The Bingo Committee shall consist of a chairperson appointed by the Board of Directors and as many members as may be deemed necessary. All monies (bingo and coffee donations) must be returned to the bingo players, except for necessary supplies. No bingo monies shall be used for the Homeowners Association treasury per Florida Statute 849 governing the "Gambling Laws".

H. The Travel and Outside Entertainment Committee shall be responsible for the organization of travel and outside entertainment of all park residents, including renters and guests. All activities shall be posted on the bulletin board in the clubhouse. Any coordinator shall have a State of Florida permit.

I. The Safety Committee shall consist of one or more members. Its duty is to inform all members of safe havens for inclement weather conditions and provide booklets on safety procedures. This committee shall review park security and make recommendations to be forwarded to the Park Owners.

Section 6. **RESIGNATION AND REMOVAL.** Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at such later time specified herein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. **VACANCIES.** A vacancy in any office may be filled by appointment by a majority vote of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 8. **MULTIPLE OFFICES.** The offices of president and secretary may not be held by the same person.

Section 9. **DUTIES.** Duties of the officers are as follows:

A. President: the president shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds and other written instruments, if determined by resolution of the Board; shall co-sign all checks and promissory note, and shall have all the powers and duties which are usually vested in the

office of the president of a corporation.

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- B. Vice President: The vice president shall act in the place and stead of the president in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board of Directors.
- C. Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as may be required by the Board of Directors.
- D. Treasurer: The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; if determined by resolution of the Board, shall cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.
- E. Customary Duties: The officers, in addition to the duties specifically set forth herein, shall perform the duties of those offices customarily performed by officers of corporations.
- F. Ex-officio Members: The immediate past president of the Association shall become an "ex-officio" member of the Board of Directors. As an "ex-officio" member, the immediate past president shall have no voting rights and shall act in an advisory position only.

Section 10. **COMPENSATION.** The officers shall serve without compensation.

ARTICLE X ACCOUNTING RECORDS; FISCAL MANAGEMENT; ASSESSMENTS

Section 1. **BOOKS AND RECORDS.** The Association shall keep correct and complete books and records of account including all receipts and expenditures. The books and records of the Association shall be open to inspection by members or their authorized representatives at reasonable times. Such authorization as a representative of a member must be in writing and signed by the person giving authorization and dated within thirty (30) days of the date of the inspection. Written summaries of the accounting records shall be made

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available to the members. Such records if made available shall include a record of all receipts and expenditures.

Section 2. **FISCAL YEAR.** In administering the finances of the Association, the following procedures shall govern:

- A. The fiscal year shall be the calendar year unless otherwise determined by the Board.
- B. The Board of Directors shall have the discretion to allocate the annual dues between expenses and reserves or capital expenditures.
- C. The Board is authorized to incur legally related expenses including but not limited to:
 - 1. Attorneys fees and costs;
 - 2. Litigation related expenses;
 - 3. Expenses associated with statutory requirements, or actions involving disputes with the management of the park.

Section 3. **ASSESSMENTS.** Assessments for operating expenses and such other assessments as the Board of Directors may determine by resolution shall be payable as determined by the Board of Directors. Each member is obligated to pay the Association annual and special assessments as determined by the Board of Directors. Assessments shall be made against members in amounts no less than are required to provide funds in advance for all the anticipated current operating expenses and for all of the unpaid operating expense previously incurred. Notwithstanding the foregoing, the assessments for operating expense or other expenses and any periodic installments thereof shall be of sufficient magnitude to insure an adequacy and availability of cash to meet all expenses in any calendar year. In the event that the Board of Directors should anticipate that the Association may end its fiscal year with excess assessments (in cash or taxable income), or should that event in fact occur, then the Board of Directors may vote to apply said excess towards the operating expenditures of the subsequent year.

Section 4. **ANTICIPATED REVENUE – DEFICIT.** The Board shall not be required to anticipate revenue from assessments or expend funds to pay for operating expenses not budgeted which shall exceed budgeted items, and the Board is not required to engage in deficit spending. If there exists any deficiency which results from there being greater operating expenses than income or money from assessments, then such deficit shall be carried into the next succeeding year's budget as a deficiency and shall be the subject of an applicable assessment.

Section 5. **DEPOSITORY.** The depository of the Legal Fund, Association Fund, and the Social Committee shall be in the bank(s) designated by the Board of Directors. Withdrawal of funds from such accounts shall be by check only. A minimum of three authorized signatures of elected officials shall be on file with any bank which has custody of the Legal, Association, and Social Committee funds. A minimum of two of the three authorized signatures shall be required on all checks. The signatures shall be of the President, or Treasurer, and one other board director.

**ARTICLE XI.
FIDUCIARY RELATIONSHIP**

The officers and directors of the Association shall have a fiduciary relationship to the members.

**ARTICLE XII.
INDEMNIFICATION AND INSURANCE**

Section 1. **INDEMNITY.** The Association shall have the power to indemnify any officer or director, any former officer or director, a committee member, employee or agent of the Association against liability incurred as such officer, director or agent, in the manner provided in and pursuant to Florida Statutes, Chapter 607.0850.

(Note: Florida Statutes, Chapter 617 Corporations-Not-For-Profit, doesn't address indemnity, therefore Chapter 607 has Been referenced.)

Section 2. **INSURANCE.** The Association through its Board of Directors, shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee or agent of the Association, against any liability asserted against him/her and incurred by him/her in any such capacity, arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liabilities under the provisions of Florida Statutes, Chapter 607.0850.

**ARTICLE XIII.
AMENDMENT OF BYLAWS**

These Bylaws may be amended by majority vote of the Board of Directors of this Association at any duly noticed regular or special meeting. The notice of any meeting at which amendments of the Bylaws are to be considered shall contain a statement that amendments to the Bylaws shall be considered.

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**ARTICLE XIV.
AMENDMENT OF ARTICLES OF INCORPORATION**

The Articles of Incorporation of this Association may be amended by majority (50% + 1) vote of the members. The notice of any meeting at which amendments of the Articles of Incorporation are to be considered shall contain a statement that

amendments to the Articles of Incorporation shall be considered.

**ARTICLE XV.
LOANS**

No loans shall be contracted on behalf of the Association, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**ARTICLE XVI.
DEADLOCK**

Section 1. **SUBMISSION TO ARBITRATION:** Should deadlock, dispute or controversy arise among the members or directors of the Association in regard to matters of management and company policy or matters arising under the provisions of the charter and should the members, by using their legal power and influence as members, be unable to resolve such deadlock, dispute or controversy, the matter shall be submitted by the members to arbitration.

Section 2. **DETERMINATION BY ARBITRATION.** Should the members or directors be unable to agree as to the scope of this provision or the application of this provision to the deadlock, dispute or controversy at issue, the scope and applicability of this provision shall be determined by the arbitrator.

Section 3. **NOTICE.** Notice shall be given by such objecting or dissenting member(s) that such deadlock exists within fifteen (15) days of such deadlock, by certified mail, postage prepaid, addressed to the remaining member(s) at the addresses listed on the corporate books.

Section 4. **SELECTION OF ARBITRATOR.** The members shall then select an arbitrator within sixty (60) days of the receipt of such notice of deadlock, upon a unanimous vote of the members entitled to vote. The members shall reserve the right to replace the arbitrator by unanimous vote of the members entitled to vote.

Section 5. **INABILITY TO SELECT.** Should the members be unable to select an arbitrator or a successor arbitrator, the deadlock, dispute or controversy shall be resolved in accordance with the Florida Arbitration Code, Chapter 682 of the Florida Statutes.

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Section 6. **FINAL DECISION.** The decision of the arbitrator shall be final and binding upon all members. The members shall vote as the arbitrator shall direct.

Section 7. **ENFORCEMENT.** To enforce these provisions, the arbitrator may obtain an injunction from a court having jurisdiction to direct the members to vote as the arbitrator has determined.

ARTICLE XVII.

INTERESTED DIRECTORS

Section 1. **CONFLICT OF INTEREST.** No contract or other transaction between the Association and one or more of its directors, or between the Association and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors, or of a committee thereof, which approves such contract or transaction, or that his/her vote or their votes are counted for such purposes if:

- A. the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- B. such common directorship, officership or financial interest is disclosed or known to the members entitled to vote thereon, and such contract or transaction is approved by vote of the members; or
- C. the contract or transaction is fair and reasonable as to the Association at the time it is approved by the Board, a committee or the members.

Section 2. **QUORUM.** Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which approves such contract or transaction.

DATED: *Sept. 7, 2000*

I hereby certify that the foregoing is a true and correct copy of the Bylaws of the Homeowners Association adopted by the Board of Directors at their meeting held on the sixth day of April, 2000.

By: /s/ _____

Raymond L. Pratt

1. **ARTICLE I, Section 2. Registered Office and Registered Agent.** (p. 1)

Amendment: ***Mailing address updated:***

Lee Jay Colling, Esquire

~~4920 E. Robinson Street~~ 529 Versailles Drive, Suite 103

Orlando, Florida 32803 Maitland, Florida 32751

2. **ARTICLE VI, Section 3. Removal-Vacancy** [Board of Directors]. (p. 7)

Amendment: ***First paragraph revised to comply with Chapter 617, Florida Not-For-Profit Corporation Act, Florida Statutes (2009), specifically section 617.0809, Board Vacancy:***

Any director may be removed from the board with or without cause, by a majority of the members of the Association. A special meeting of the members to recall a member or members of the Board of Directors may be called by ten (10%) ~~per cent~~ percent of the members giving notice of the meeting as required for a meeting of members, and the notice shall state the purpose of the meeting. In the event of death, resignation, removal of a director or any vacancy created by reason of an increase in the number of directors, the vacancy may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors. ~~A director elected to fill a vacancy shall hold office until the next election of directors.~~ The term of a director elected or appointed to fill a vacancy expires at the next annual meeting at which directors are elected.

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3. **ARTICLE XIII. Amendment of Bylaws.** (p. 15)

Amendment: ***Paragraph revised to include provisions about the process to amend the Bylaws:***

These ~~By-laws~~ Bylaws may be amended by majority vote of the Board of Directors of this Association at any duly noticed regular or special meeting. The notice of any Member or Board meeting at which amendments of the Bylaws are to be ~~considered~~ discussed shall

contain a statement that amendments to the Bylaws shall be considered. Members shall have an opportunity to comment on the proposed amendments. When these Bylaws are amended, such amendments shall be made to the current Bylaws and a copy of these Bylaws amendments shall be printed, signed, and dated by the President of the Association. A copy of the Bylaws amendments shall be distributed to each Member of the Association.

CERTIFICATION

DATED: January 7, 2010

I hereby certify that the foregoing is a true and correct copy of the amendments to the Bylaws of the Homeowners Association, discussed at the Homeowners meeting held on December 14, 2009, and adopted by the Board of Directors at their meeting held on the seventh day of January, 2010.

By: /s/ _____

James Childs, President