

A quorum at meetings of members shall consist of persons entitled to cast, either in person or by proxy, a majority of the votes of the entire membership. Absentee ballots, alone, may not be counted in determining a quorum.

2.10 Voting.

(a) Number of votes.

In any meeting of members, the owners of units shall be entitled to cast one vote for each unit owned. The vote of a condominium unit is not divisible.

(b) Majority vote.

The acts approved by a majority of the votes present in person or by proxy at a meeting at which a quorum is present shall be binding on all unit owners for all purposes unless the Act, the Declaration, the Articles, or these By-Laws require a larger percentage of vote, in which case that larger percentage shall control.

2.11 Membership designation of voting member.

Persons or entities shall become members of the Association on the acquisition of fee title to a unit in the condominium. Membership shall be terminated when a person or entity no longer owns a unit in the condominium. If a unit is owned by more than one natural person, any record owner of the unit may vote in person or by proxy, provided that there shall be no more than one vote per unit. In the case of conflict among the owners of the unit, the vote for that unit shall not be counted as to the matter under consideration in which the conflict arose, whether the conflict appears by vote in person or by proxy. Ballots may be cast for units owned by corporations or partnerships by a president, vice president, a partner, or any other person designated in a written certificate filed with the secretary of the Association and signed by a president or vice president of a corporation or a partner of a partnership.

2.12 Proxies; Powers of Attorney.

Votes may be cast in person or by proxy. Each proxy shall set forth specifically the name of the person voting by proxy and the name of the person authorized to vote the proxy for him. Each proxy shall contain the date, time and place of the meeting for which the proxy is given. If the proxy is a limited proxy, it shall set forth those items that the holder of the proxy may vote and the manner in which the vote is to be cast. The proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings. No proxy shall be valid for a period longer than 90 days after the date of the first meeting for which it was given, and it may be revoked at any time at the pleasure of the unit owner executing it. The proxy shall be signed by the unit owner or owners (if more than one) or by the appropriate officer or partner of a corporation of partnership or other designated person mentioned in 2.11, or the duly authorized attorney-in-fact of that person or persons (provided the power of attorney is filed with the secretary of the Association). The proxy shall be filed with the secretary before or at the meeting for which the proxy is given. One holding a power of attorney from a unit owner, properly executed and granting such authority, may vote that unit.

2.13 Adjourned meetings.

If any meeting of members cannot be organized because a quorum is not present, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present. The time and place to which the

meeting is adjourned shall be announced at the meeting at which the adjournment is taken and a notice shall be posted in a conspicuous place on the condominium property as soon thereafter may be practical stating the time and place to which the meeting is adjourned.

2.14 Waiver of notice.

Unit owners may waive their right to receive notice of any meeting, whether annual or special, by a writing signed by them to that effect. The waiver shall be filed with the Secretary of the Association either before, at, or after the meeting for which the waiver is given.

2.15 Action by members without a meeting.

Unit owners may take action by written agreement without a meeting, as long as written notice is given to the unit owners in the manner prescribed elsewhere in these By-Laws appropriate to the subject matter to be agreed on, unless that notice is waived as provided in these By-Laws. The decision of a majority of the unit owners, or a larger percentage vote as otherwise may be required by the Act, the Declaration, the Articles, or these By-Laws (the decision to be evidenced by written response to be solicited in the notice), shall be binding on the membership, provided a quorum submits a response. The notice shall set forth a time period within which responses must be made by the members.

2.16 Minutes of meetings.

The minutes of all meetings of unit owners shall be kept in a book available for inspection by unit owners or their authorized representatives, and board members at any reasonable time. The minutes shall be retained by the Association for a period of not less than seven years. Unit owners and their authorized representatives shall have the right to make handwritten notations from the minutes.

2.17. Order of business.

The order of business at annual meetings of members and as far as practical at other members' meetings, shall be:

- (a) Call to order
- (b) Election of a chairman of the meeting, unless the President or Vice President is present, in which case he shall preside
- (c) Calling of roll, certifying of proxies, determination of a quorum
- (d) Proof of notice of the meeting or waiver of notice
- (e) Reading and disposal of any unapproved minutes
- (f) Reports of officers
- (g) Reports of committees
- (h) Appointment of inspectors of election
- (i) Determination of number of directors
- (j) Election of directors
- (k) Unfinished business

- (l) New business
- (m) Adjournment

2.18 Actions specifically requiring unit owners votes.

The following actions require approval by the unit owners and may not be taken by the Board of Directors acting alone:

(a) Amendments to the Declaration, except those made by the Developer adding a phase to the condominium and recording a certificate of surveyor.

(b) Purchase of land or recreation lease.

(c) Cancellation of certain grants or reservations made by the Declaration, a lease or other document and any contract made by the Association before the transfer of control of the Association from the Developer to unit owners other than the Developer.

(d) Exercise of Option to purchase recreational or other commonly used facilities lease.

(e) Providing no Reserves, or less than adequate reserves.

(f) Recall of members of Board of Directors.

(g) Other matters contained in the Declaration, the Articles or these By-Laws that specifically require a vote of the members.

2.19 Secret ballots, proxy.

Any vote to amend the Declaration to change the percentage of ownership in the common elements or the sharing of the common expense must be conducted by secret ballot. Unit owners wishing to vote a secret ballot by proxy shall be mailed a ballot slip on a paper separate from that containing the proxy and notice of meeting. The proxy shall be only for the purpose of establishing a quorum at the meeting at which the secret ballot is to be conducted, and shall not contain on its face instructions as to how the proxy holder should vote the secret ballot. Provision shall be made for the secret ballot slip to be returned to the Secretary of the Association in a sealed, unmarked envelope, separate from the proxy, which shall be placed in a larger envelope containing the sealed ballot. At the meeting at which the secret ballot is to be taken, the Secretary will present the unopened envelopes to the inspectors of election, who will then examine and verify the proxies separately from the secret ballots in a manner that will ensure the integrity of the secret vote. The inspectors of election will then tally the secret ballots of those present at the meeting together with those of the unit owners voting by proxy and announce the results.

ARTICLE III. DIRECTORS

3.1. Number and qualifications.

The affairs of the Association shall be managed initially by a Board of three directors selected by the Developer. When unit owners other than the Developer are entitled to elect a majority of the Directors, the Board shall be composed of any odd number of Directors that the unit owners may decide. The number of Directors, however, shall never be less than three. Other than

those selected by the Developer, Directors must be either unit owners; tenants residing in the condominium; officers of a corporate unit owner; or partners of a partnership unit owner. No Director (except those selected by the Developer) shall continue to serve on the Board after he ceases to be a unit owner or tenant residing in the condominium.

3.2 Election of Directors.

Directors shall be elected at the annual meeting of members by a plurality of the votes cast. Each voter shall be entitled to cast votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting. Not less than 60 days before the annual meeting of the members, a nominating committee of five members shall be appointed by the Board of Directors and the committee shall nominate one person for each directorship to be filled. Nominations for additional directorships created at the meeting shall be made from the floor. Other nominations also may be made from the floor.

3.3 Term.

Each Director's term of service shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified or until he is removed in the manner provided in 3.5. The members, however, at any annual meeting after the Developer has relinquished control of the Association and in order to provide a continuity of experience, may vote to create classes of directorships having a term of one, two or three years so that a system of staggered terms will be initiated.

3.4 Vacancies.

Except as to vacancies resulting from removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by majority vote of the remaining Directors. Any Director elected to fill a vacancy shall hold office only until the next election of Directors by the members; irrespective of the length of the remaining term of the vacating Director.

3.5 Removal.

Any Director, except those selected by the Developer, may be recalled and removed from office with or without cause by the vote or agreement in writing of a majority of all unit owners. A special meeting of the unit owners to recall a member or members of the Board of Directors may be called by 10% of the unit owners giving notice of the meeting as required in these By-Laws. The notice shall state the purpose of the meeting. Any vacancy on the Board of Directors thus created shall be filled by the members of the Association at the same meeting. If more than one Director is subject to recall, there shall be a separate vote on the question to remove each Director.

3.6 Disqualification and resignation.

Any Director may resign at any time by sending or personally delivering a written notice of resignation to the Association, addressed to the Secretary. The resignation shall take effect on receipt by the Secretary, unless it states differently. Any board member elected by the unit owners who is absent from more than three consecutive regular meetings of the Board, unless excused by resolution of the Board, shall be deemed to have resigned from the Board of Directors automatically, effective when accepted by the Board.

3.7 Organizational meeting.

The organizational meeting of a newly elected Board of Directors shall be held within ten days of their election at a place and time that shall be fixed by the Directors at the meeting at which they were elected and without further notice, except notice to unit owners required by F.S. 718.112(1)(d).

3.8 Regular meetings.

The Board of Directors may establish a schedule of regular meetings to be held at a time and place as a majority of them shall determine from time to time. Notice of regular meetings, however, shall be given to each Director personally or by mail, telephone or telegraph, at least three days before the day named for the meeting with the notice of each meeting posted conspicuously on the condominium property at least 48 hours before the meeting, except in an emergency.

3.9 Special meetings.

Special meetings of the Board of Directors may be called by the President and, in his absence, by the Vice President, and must be called by the Secretary at the written request of one third of the Directors. Notice of the meeting shall be given personally or by mail, telephone or telegraph. The notice shall state the time, place and purpose of the meeting and shall be transmitted not less than three days before the meeting. A copy of the notice of any special meeting shall be posted conspicuously on the condominium property at least 48 hours before the meeting, except in an emergency.

3.10 Waiver of notice.

Any Director may waive notice of a meeting before, at or after the meeting and that waiver shall be deemed equivalent to the giving of notice. Attendance by any Director at a meeting shall constitute a waiver of notice of the meeting, except when his attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

3.11 Quorum.

A Quorum at the meetings of the Directors shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of Directors is required by the Declaration, the Articles of these By-Laws.

3.12 Adjourned meetings.

If there is less than a quorum present at any meeting of the Board of Directors, the majority of those present may adjourn the meeting until a quorum is present. At any adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

3.13 No proxy.

There shall be no voting by proxy at any meeting of the Board of Directors.

3.14 Joinder in meeting by approval of minutes.

A Director may join in the action of a meeting by signing and concurring in the minutes of that meeting. That concurrence, however, shall not constitute the presence of that Director for the purpose of determining a quorum.

3.15 Meetings open to members.

Meetings of the Board of Directors shall be open to all unit owners to attend and observe. No unit owner, however, shall be entitled to participate in the meeting unless specifically invited to do so by the Board. Notice of any meeting in which assessments against unit owners are to be considered for any reason shall specifically contain a statement that assessments will be considered and set out the nature of the assessments.

3.16 Presiding officer.

The presiding officer at Board meetings shall be the President or, in his absence, the Vice President, and in his absence, the Directors present shall designate any one of their number to preside.

3.17 Minutes of meetings.

The minutes of all meetings of the Board of Directors shall be kept in a book available for inspection by unit owners or their authorized representative and board members at any reasonable time. The Association shall retain these minutes for a period of not less than seven years. Unit owners and their authorized representatives shall have the right to make written notations from the minutes.

3.18 Executive committee.

The Board of Directors, by resolution, may appoint an executive committee to consist of three or more members of the board. The executive committee shall have and may exercise all of the powers of the Board in the management of the business and affairs of the condominium during the intervals between the meetings of the Board insofar as may be permitted by law. The executive committee, however, shall not have power to: (a) determine the common expenses required for the operation of the condominium; (b) determine the assessments payable by the unit owners to meet the common expenses of the condominium; (c) adopt or amend rules and regulations covering the details of the operation and use of the condominium property; (d) purchase, lease or otherwise acquire units in the condominium in the name of the association; (e) approve or recommend to unit owners any actions or proposals required by the Act, the Declaration, the Articles or these By-Laws to be approved by unit owners; or (f) fill vacancies on the Board of Directors.

3.19. Compensation.

Directors shall serve without pay but shall be entitled to reimbursement for expenses reasonably incurred in the discharge of their duties.

3.20 Order of business.

The order of business at meetings of Directors shall be:

- (a) Calling of roll
- (b) Proof of notice of meeting or waiver of notice
- (c) Reading and disposal of any unapproved minutes
- (d) Reports of officers and committees.
- (e) Election of officers
- (f) Unfinished business
- (g) New business
- (h) Adjournment

3.21 Election of Directors by unit owners other than the Developer.

(a) One third.

When unit owners other than the Developer own 15% or more of the units in any one condominium that will be operated ultimately by the Association, they shall be entitled to elect not less than one third of the members of the Board of Directors.

(b) Majority.

Unit owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors at the earliest of:

(i) three years after 50% of the units that ultimately will be operated by the Association have been conveyed to purchasers; or

(ii) three months after 90% of the units that ultimately will be operated by the Association have been conveyed to purchasers; or

(iii) when all the units that ultimately will be operated by the Association have been completed, some of them have been conveyed to purchasers and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(iv) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business.

(c) Developer member.

The Developer is entitled to elect at least one member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least 5% of the units that ultimately will be operated by the Association.

(d) Election.

Within 60 days after the unit owners other than the Developer are entitled to elect a member or members of the Board of Directors, the Association shall call, and give not less than 30 days nor more than 40 days notice of a meeting of the unit owners to elect the member or members of the Board of Directors. The meeting may be called and the notice given by any unit owner if the Association fails to do so.

(e) Relinquishment of control.

Either before or not more than 60 days after the time that unit owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall relinquish control of the Association and the unit owners shall accept control. Simultaneously, the Developer shall deliver to the Association all property of the unit owners and of the Association held or controlled by the Developer, including but not limited to those items specific in the Act.

(f) Compelling compliance.

If any action brought to compel compliance with F.S. 718.301 regarding transfer of Association control and election of Directors by unit owners other than the Developer, the summary procedure provided for in F.S. 51.011 may be employed, and the prevailing party shall be entitled to recover reasonable attorneys' fees.

3.22 Failure to elect director quorum.

If the Association or the Board of Directors fails to fill vacancies on the Board of Directors sufficient to constitute a quorum, any unit owner may apply to the circuit court within whose jurisdiction the condominium is situated for the appointment of a receiver to manage the affairs of the Association, in the manner prescribed in the Act. If a receiver is appointed, the Association shall be responsible for the salary of the receiver, court costs, and attorneys' fees. The receiver shall have all the powers and duties of a duly constituted Board of Directors and shall serve until the Association fills vacancies on the Board sufficient to constitute a quorum.

ARTICLE IV. POWERS AND DUTIES
OF THE BOARD OF DIRECTORS

All of the powers and duties of the Association existing under the Act, the Declaration, the Articles and these By-Laws shall be exercised exclusively by Board of Directors, or its duly authorized agents, contractors or employees, subject only to the approval by unit owners when that approval is specifically required. The powers and duties of the Board shall include, but shall not be limited to, the following:

4.1 Maintenance, management and operation of the condominium property.

4.2 Contract, sue or be sued.

After control of the Association is obtained by unit owners other than the Developer, the Association may institute, maintain, settle or appeal actions or hearings in its name on behalf of all unit owners concerning matters of common interest, including but not limited to the common elements and commonly-used facilities. The statute of limitations for any actions in law or equity that the Association may have shall not begin to run until the unit owners have elected a majority of the members of the Board of Directors.

4.3 Right of access of units.

The Association has the irrevocable right of access to each unit during reasonable hours as necessary for the maintenance, repair or replacement of any common elements or for making emergency repairs necessary to prevent damage to the common elements or to another unit or units.

4.4 Make and collect assessments.

4.5 Lease, maintain, repair and replace the common elements.

4.6 Lien and foreclosure for unpaid assessments.

The Association has a lien on each condominium parcel for any unpaid assessments with interest and for reasonable attorneys' fees incurred in the collection of the assessment or enforcement of the lien. It also has the power to purchase the condominium parcel at the foreclosure sale and to hold, lease, mortgage or convey it.

4.7 Purchase unit.

In addition to its right to purchase units at a lien foreclosure sale, the Association generally has the power to purchase units in the condominium and to acquire, hold, lease, mortgage, and convey them.

4.8 Modify easements.

The Association, without the joinder of any unit owner, may modify or move any easement for ingress or egress or for utilities purposes if the easement constitutes part of or crosses the condominium property.

4.9 Purchase land or recreation lease.

Any land or recreation lease may be purchased by the Association on the approval of two thirds of the unit owners of the Association.

4.10 Acquire use interest in recreational facilities.

The Association may enter into agreements, acquire leaseholds, memberships and other possessory or use interests in lands or facilities, such as country clubs, golf courses, marinas and other recreational facilities, whether contiguous to the condominium property or not if: (a) they are intended to provide enjoyment, recreation or other use or benefit to the unit owners and (b) if they exist or are created at the time the Declaration was recorded, they are fully stated and described in the Declaration.

4.11 Authorize certain amendments.

If it appears that through a drafter's error in the Declaration that the common elements, common expenses or common surplus has been stated or distributed improperly, an amendment to the Declaration correcting that error may be approved by the Board of Directors or a majority of the unit owners. No unit owners except those directly affected must join in the execution of the amendment.

4.12 Adopt rules and regulations.

The Association may adopt reasonable rules and regulations of the common elements, common areas and recreational facilities serving the condominium.

4.13 Maintain official records.

The Association shall maintain the official records of the Association which are more specifically delineated in F.S. 718.111(12).

4.14 Obtain insurance.

The Association shall use its best efforts to obtain and maintain adequate insurance to protect the Association and the common elements.

4.15 Furnish annual financial reports to members.

4.16 Give notice of liability exposure.

If the Association may be exposed to liability in excess of insurance coverage in any legal action, it shall give notice of the exposure to all unit owners, who shall have the right to intervene and defend.

4.17 Provide certificate of unpaid assessment

Any unit owner, mortgagee or other record lienholder has the right to require from the Association a certificate showing the amount of unpaid assessments respecting the unit owner's condominium parcel.

4.18 Pay the annual fee to the division of Florida Land Sales and Condominiums for each residential unit operated by the Association.

4.19 Contract for maintenance and management of the condominium.

4.20 Pay taxes or assessments against the common elements or Association property.

~~4.21 Pay costs of utilities services rendered to the condominium and Association property and not billed directly to individual owners.~~

4.22 Employ personnel.

The Association may employ and dismiss personnel as necessary for the maintenance and operation of the condominium property and may retain those professional services that are required for those purposes.

4.23 Impose fines.

Pursuant to F.S. 617.10(3), the Board of Directors may impose fines on unit owners in such reasonable sums as they may deem appropriate, not to exceed \$50.00, for violations of the Act, the Declaration, the Articles, these By-Laws and lawfully adopted rules and regulations, by owners or their guests or tenants. The Board may collect those fines as an assessment in one or more installments. Each day of violation shall be a separate violation. No fine shall be imposed until the offending party (which always shall include unit owner) has been given reasonable written notice of the violation and an opportunity to appear and be heard before the Board of Directors. Any fine assessed hereunder shall not be a lien against a unit owner's unit.

4.24 Delinquent Unit Owners.

The Board of Directors may disapprove the prospective tenant of any unit owner delinquent in the payment of assessments for common expenses.

4.25 Authorize private use of the common elements.

The Board of Directors may authorize unit owners or others to use portions of the common elements, such as social rooms and meeting rooms for private parties and gatherings, for which reasonable charges may be imposed.

4.26 Repair or reconstruct improvements after casualties.

4.27 Lien for labor and materials furnished to the common elements.

ARTICLE V. OFFICERS

5.1 Executive officers.

The executive officers of the Association shall be a President, who shall be a Director, a Vice President, who shall be a Director, a Treasurer, a Secretary and an Assistant Secretary. The officers shall be elected annually by the Board of Directors and may be removed without cause at any meeting by a vote of a majority of all of the Directors. A person may hold more than one office except that the President may not also be the Secretary or Assistant Secretary. No person shall sign an instrument nor perform an act in the capacity of more than one office. The Board